

MARVEL

the **AMAZING SPIDER-MAN[®]**



**THE COMPLETE BEN REILLY EPIC
BOOK 4**

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC



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THE COMPLETE BEN REILLY EPIC

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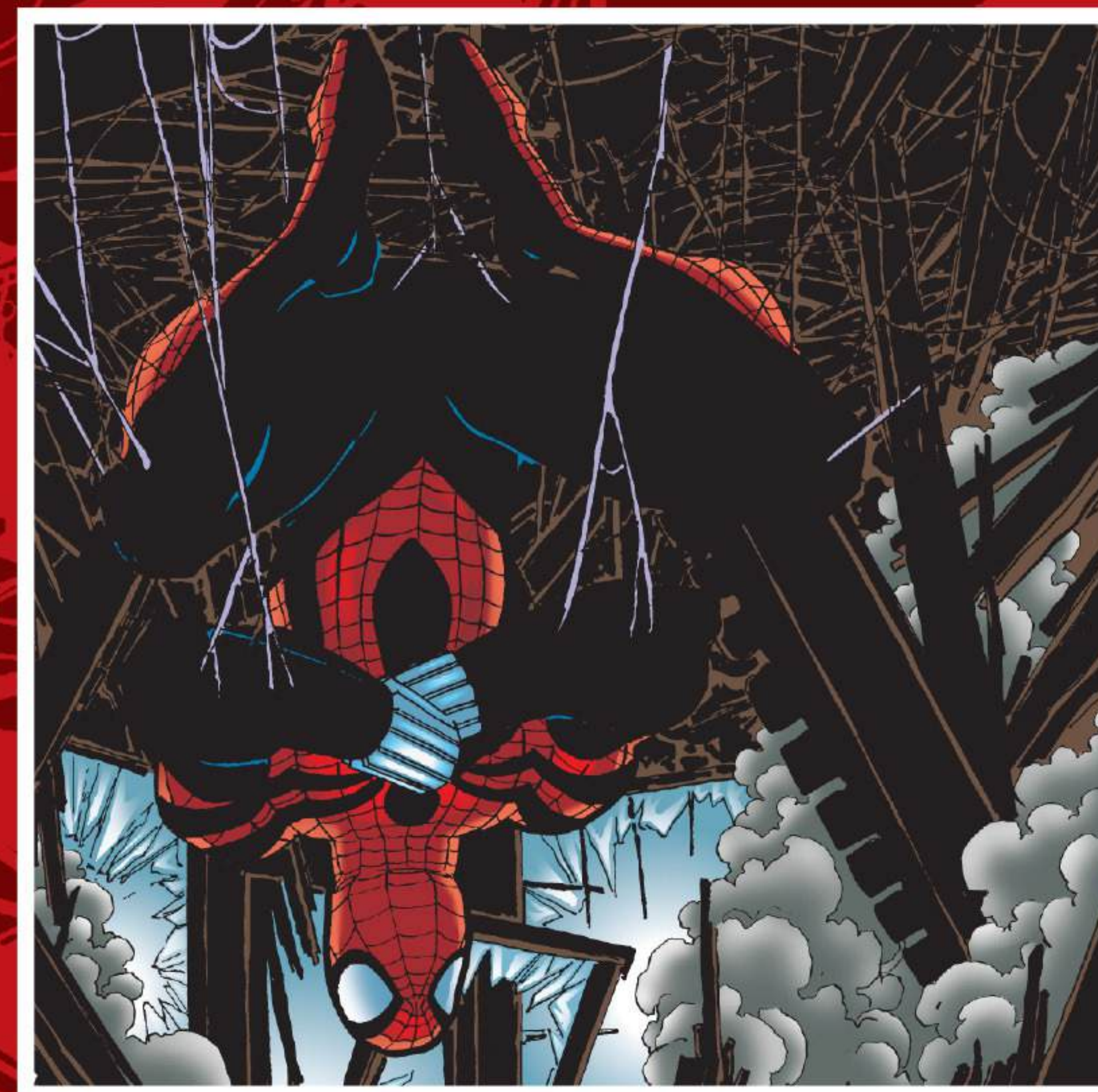
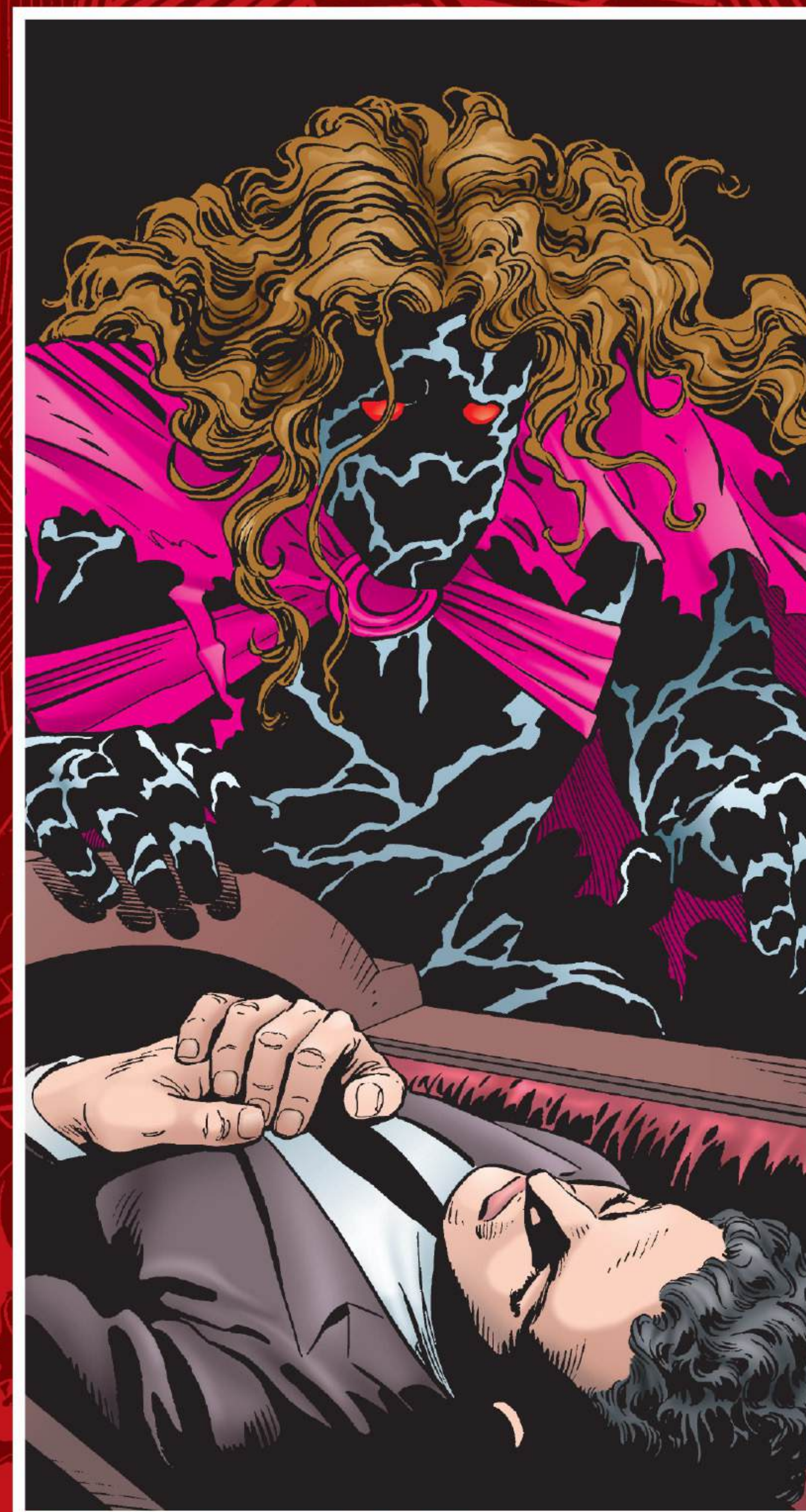
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MARVEL
COMICS



SPIDER-MAN

MAY '96 4

THE SENSATIONAL

SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

BLOOD
BROTHERS
PART 1 OF 6



JURGENSEN & JANSSEN '95

EXPOSED!

STAN LEE PRESENTS:

SHOOTING SPIDER-MAN

His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

PARKER,
THIS PHOTO
IS SIMPLY --

-- SENSATIONAL!

SPIDER-MAN

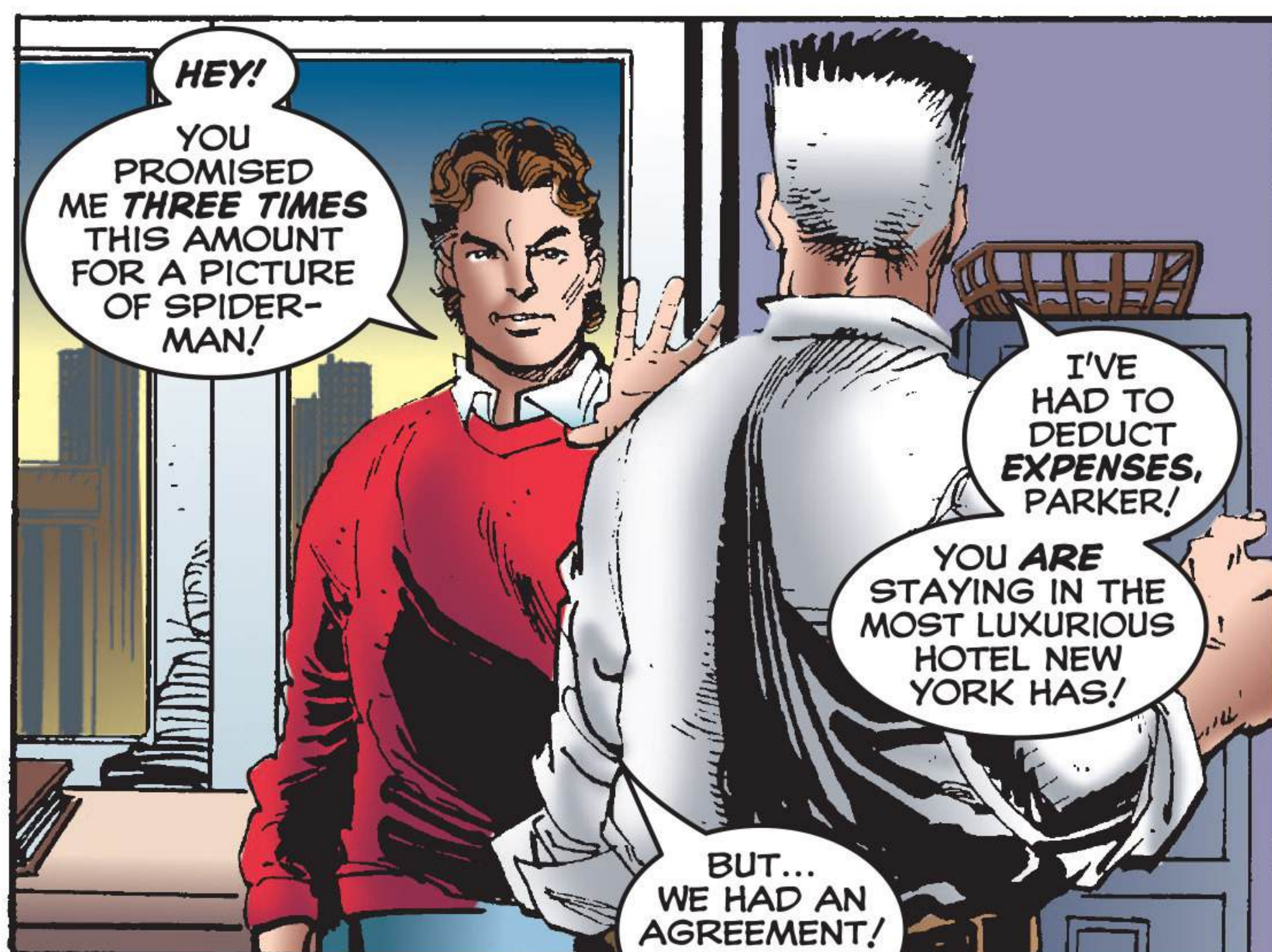
-- WILL
BE DONE FOR
ONCE I PRINT
THIS!

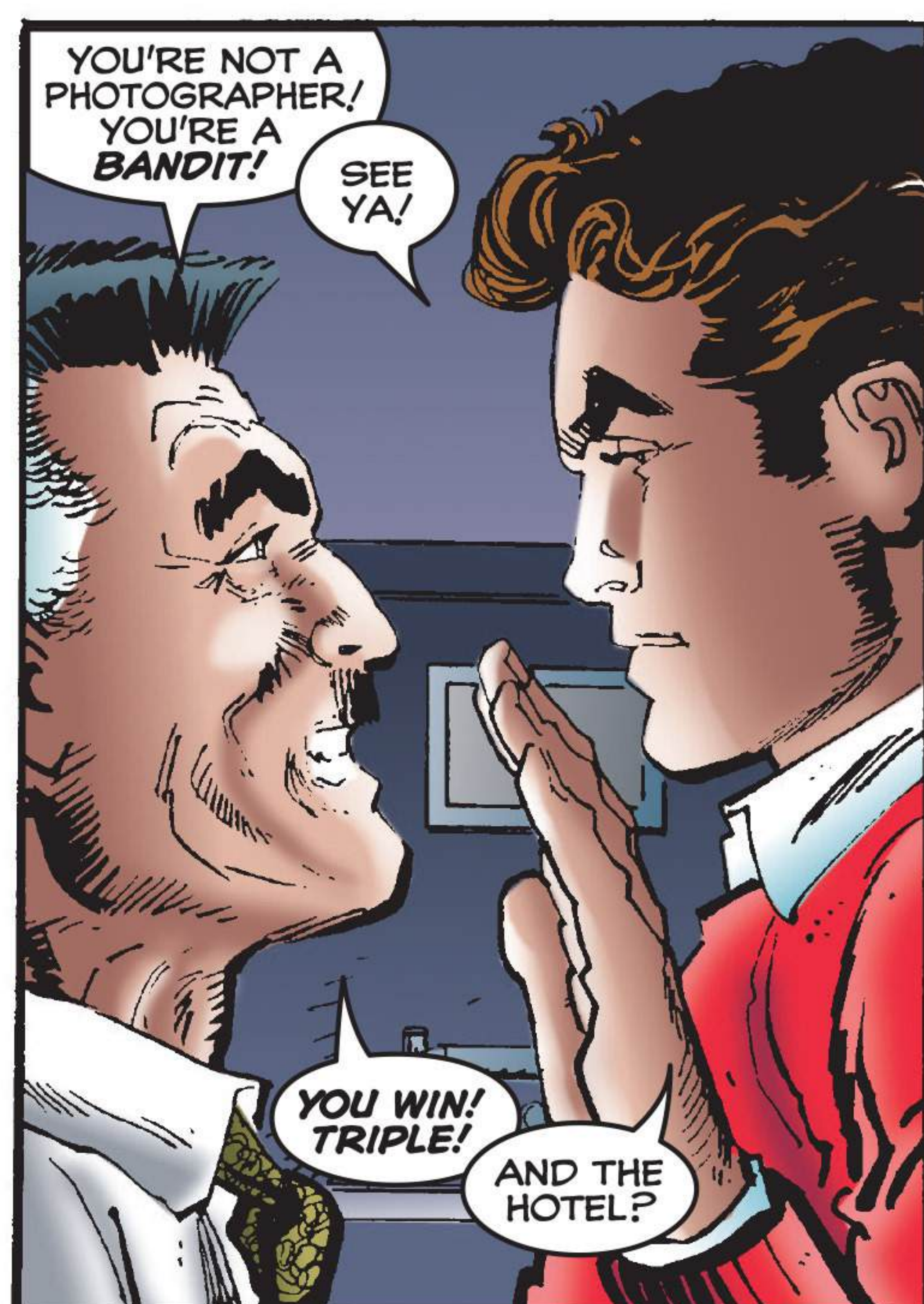
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Script & Art Finished Art

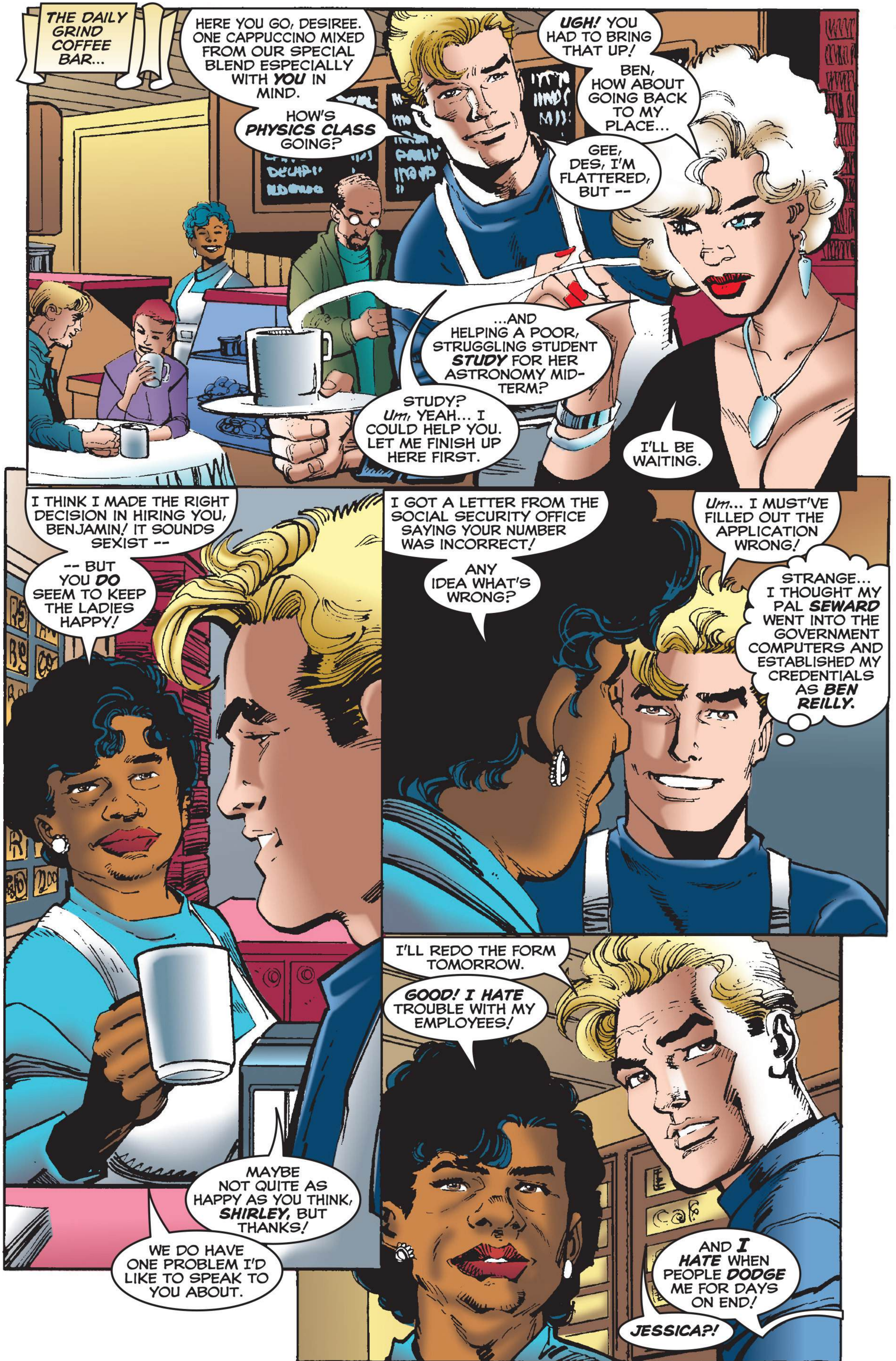
GREGORY WRIGHT **RICHARD STARKINGS** **MALIBU'S**
Colors AND COMICRAFT HUES
Lettering Color Seps

BOB BUDIANSKY **BOB HARRAS**
Editor Editor in Chief

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THE DAILY GRIND COFFEE BAR...

HERE YOU GO, DESIREE. ONE CAPPUCCINO MIXED FROM OUR SPECIAL BLEND ESPECIALLY WITH **YOU** IN MIND.

HOW'S **PHYSICS CLASS** GOING?

UGH! YOU HAD TO BRING THAT UP!

BEN, HOW ABOUT GOING BACK TO MY PLACE...

GEE, DES, I'M FLATTERED, BUT --

...AND HELPING A POOR, STRUGGLING STUDENT **STUDY** FOR HER ASTRONOMY MID-TERM?

STUDY? Um, YEAH... I COULD HELP YOU. LET ME FINISH UP HERE FIRST.

I'LL BE WAITING.

I THINK I MADE THE RIGHT DECISION IN HIRING YOU, BENJAMIN! IT SOUNDS SEXIST --

-- BUT YOU **DO** SEEM TO KEEP THE LADIES HAPPY!

I GOT A LETTER FROM THE SOCIAL SECURITY OFFICE SAYING YOUR NUMBER WAS INCORRECT!

ANY IDEA WHAT'S WRONG?

Um... I MUST'VE FILLED OUT THE APPLICATION WRONG!

STRANGE... I THOUGHT MY PAL **SEWARD** WENT INTO THE GOVERNMENT COMPUTERS AND ESTABLISHED MY CREDENTIALS AS **BEN REILLY**.

I'LL REDO THE FORM TOMORROW.

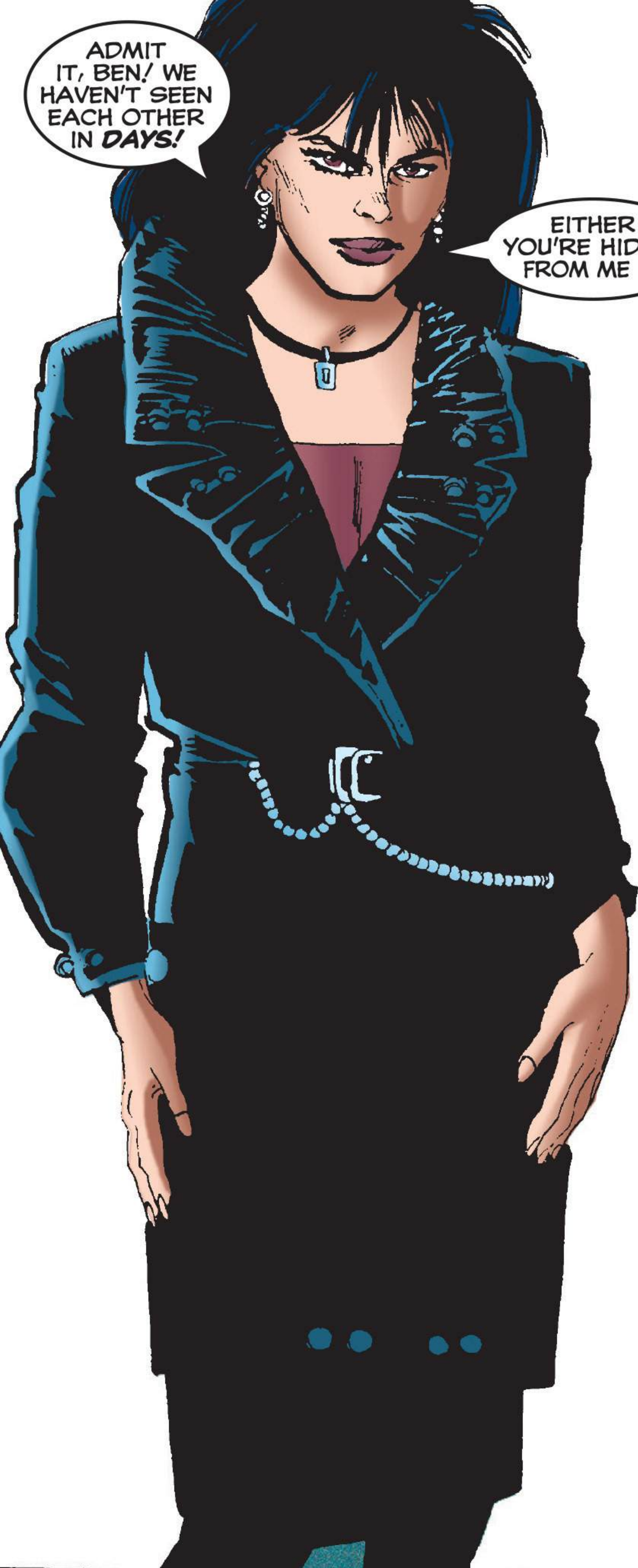
GOOD! I HATE TROUBLE WITH MY EMPLOYEES!

MAYBE NOT QUITE AS HAPPY AS YOU THINK, **SHIRLEY**, BUT THANKS!

WE DO HAVE ONE PROBLEM I'D LIKE TO SPEAK TO YOU ABOUT.

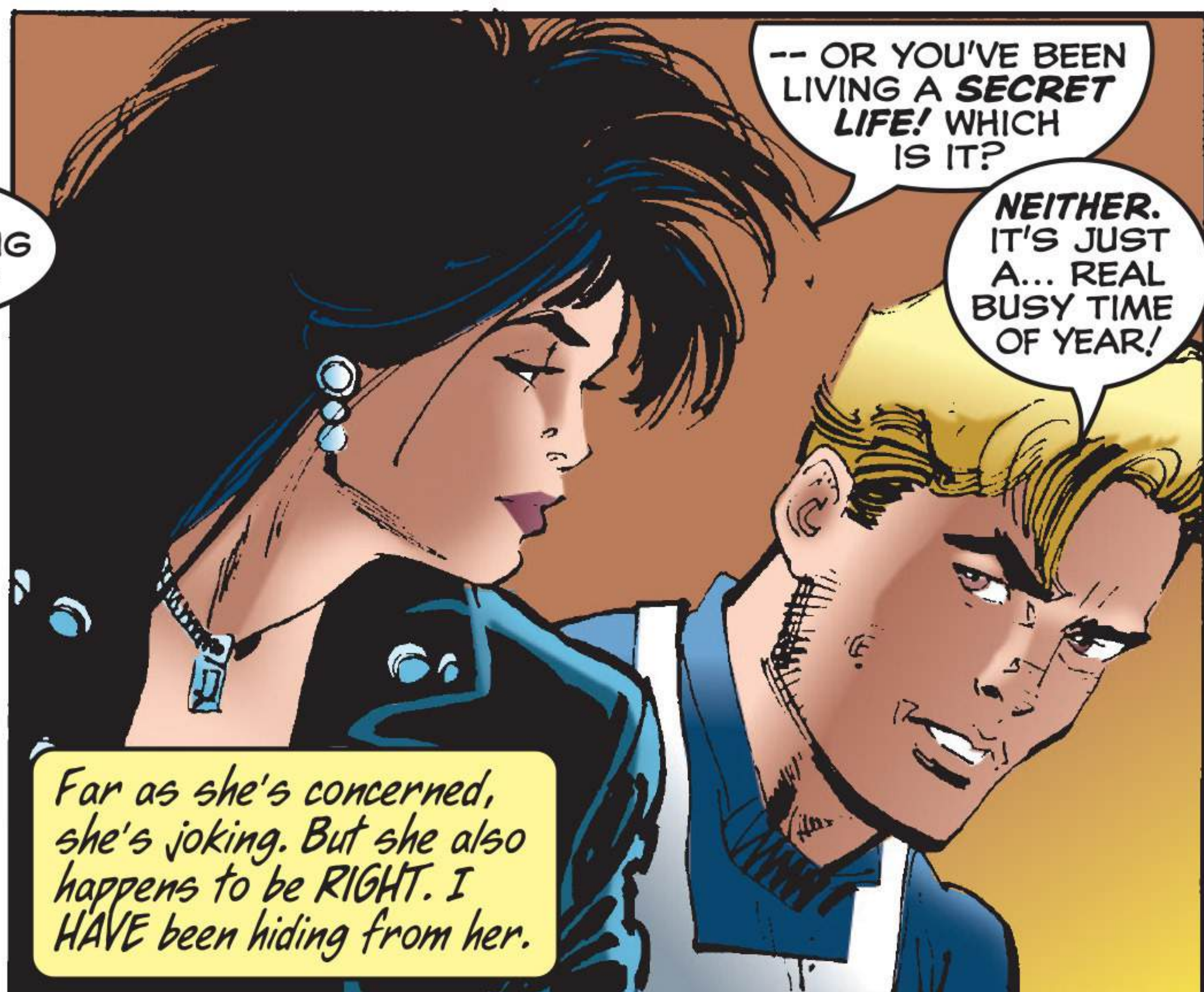
AND **I HATE** WHEN PEOPLE **DODGE** ME FOR DAYS ON END!

JESSICA?!



ADMIT IT, BEN! WE HAVEN'T SEEN EACH OTHER IN *DAYS*!

EITHER YOU'RE HIDING FROM ME --



-- OR YOU'VE BEEN LIVING A **SECRET LIFE!** WHICH IS IT?

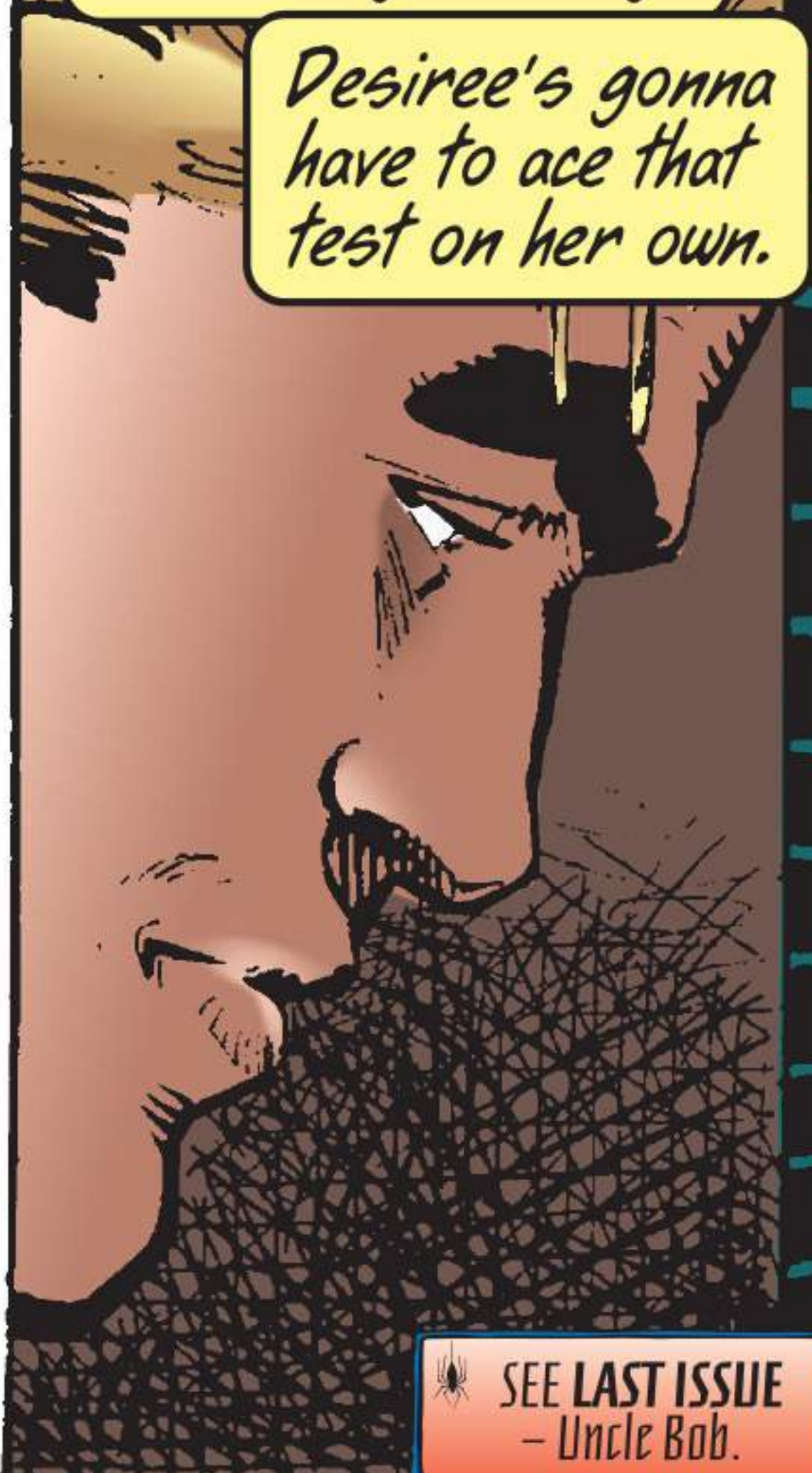
NEITHER. IT'S JUST A... REAL BUSY TIME OF YEAR!

Far as she's concerned, she's joking. But she also happens to be **RIGHT**. I **HAVE** been hiding from her.

She doesn't know that I discovered her father was the burglar... the man who killed my Uncle Ben!

Gotta act natural... like nothing's wrong!

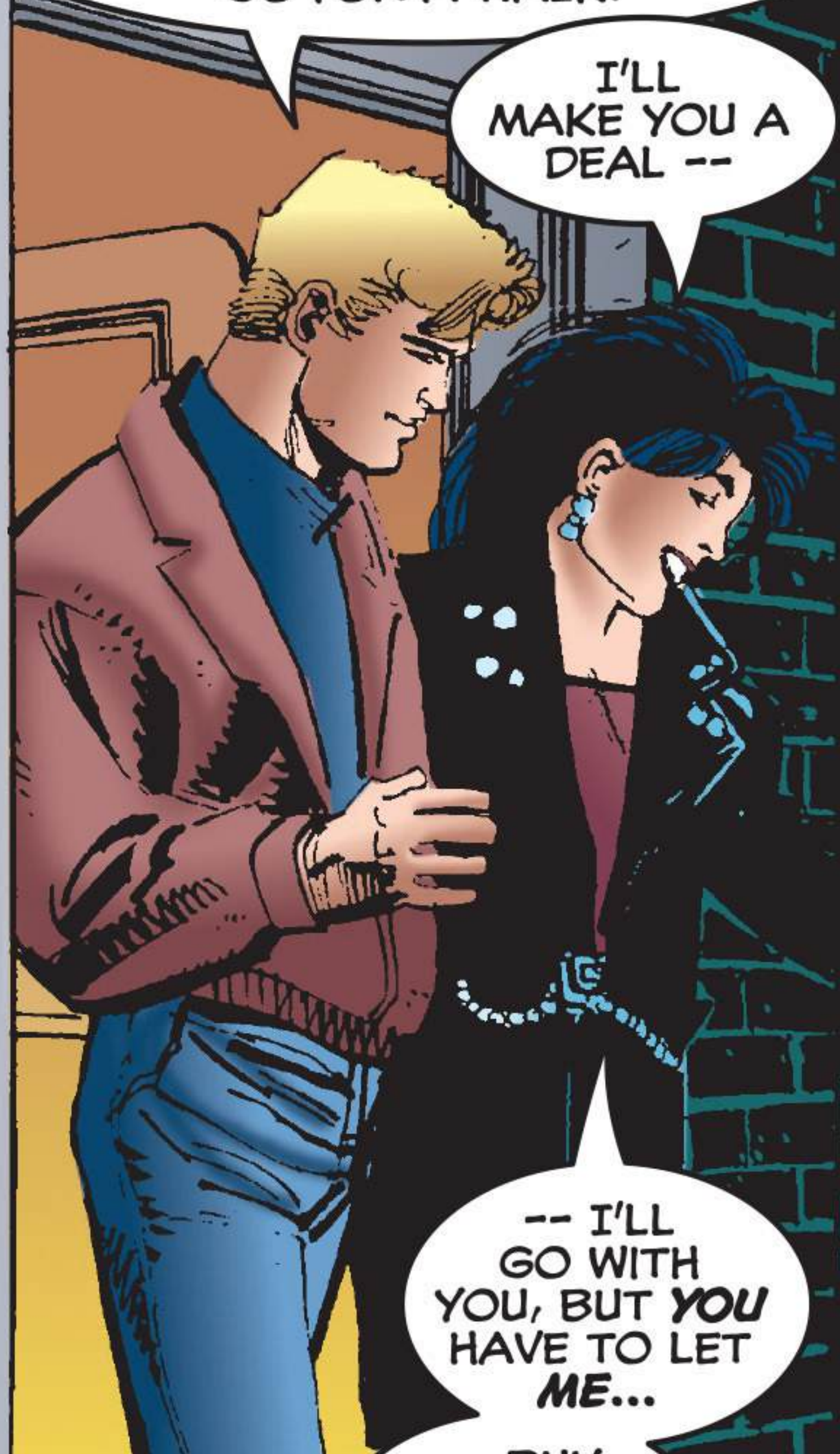
Desiree's gonna have to ace that test on her own.



SEE LAST ISSUE
-- Uncle Bob.

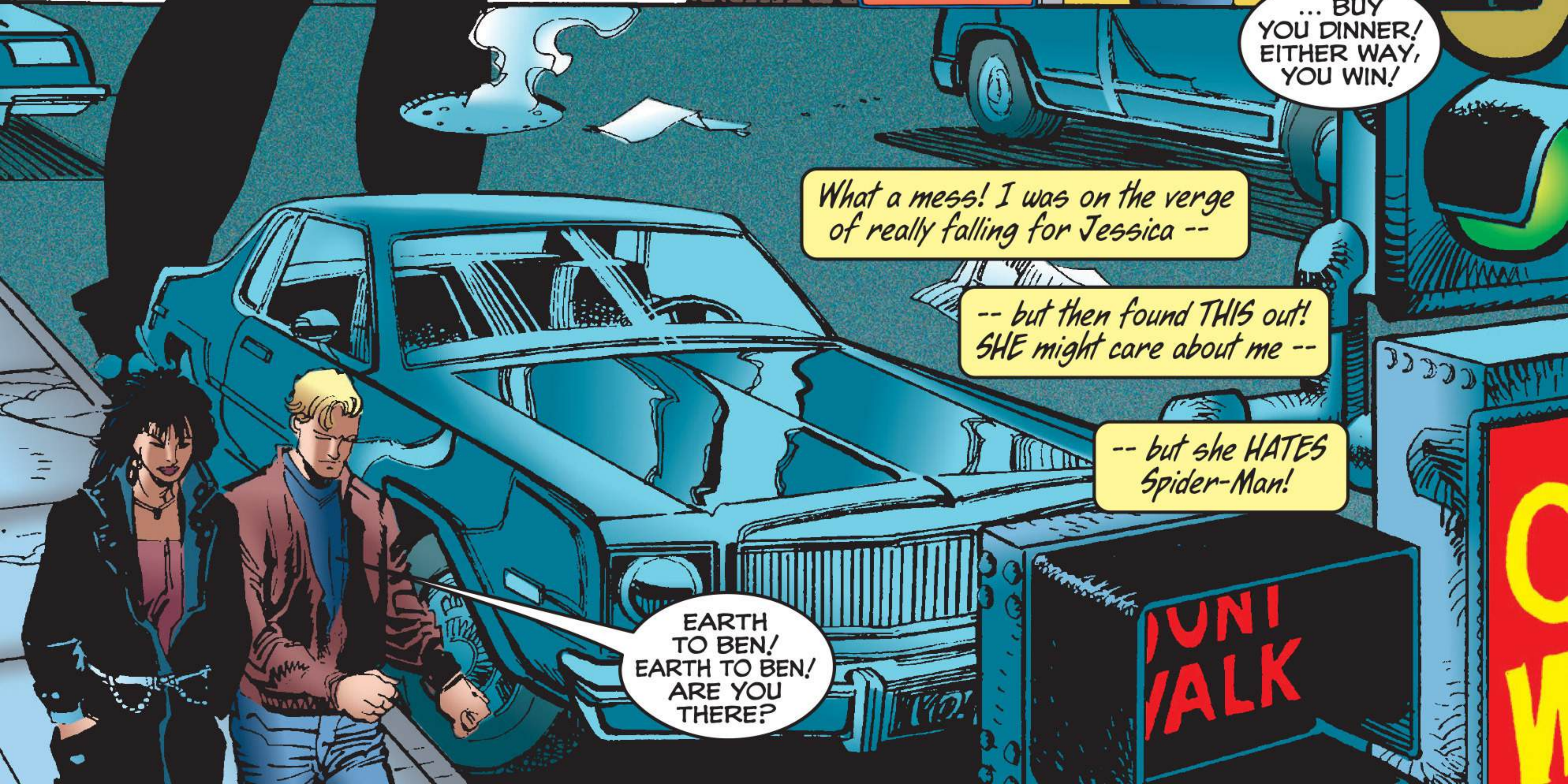
MY WORK SHIFT IS OVER. LET'S GO FOR A WALK.

I'LL MAKE YOU A DEAL --



-- I'LL GO WITH YOU, BUT **YOU** HAVE TO LET **ME**...

... BUY YOU DINNER! EITHER WAY, YOU WIN!



What a mess! I was on the verge of really falling for Jessica --

-- but then found **THIS** out! **SHE** might care about me --

-- but she **HATES** Spider-Man!

EARTH TO BEN! EARTH TO BEN! ARE YOU THERE?

WALK



I remember it like it happened yesterday! I had just gotten my powers and tried making some cash by going on TV as Spider-Man! I stepped aside and let some small-time, two-bit crook escape!

That mistake has haunted me forever!

That lousy, stinking crook ended up KILLING my Uncle Ben during a robbery!

When I finally apprehended the creep, I knew the world needed a Spider-Man--

--to catch every other piece of scum like him!

But I never KNEW he had a daughter!

What do I do now? Dump her?

JESSIE, WE HAVE TO TALK ABOUT YOUR FATHER!

WHY DO YOU KEEP BRINGING HIM UP? HE DOESN'T HAVE ANYTHING TO DO WITH US!

Especially since she doesn't seem to know how EVIL her father really was!

HE **DOES**, JESS! THERE'S SOMETHING ABOUT HIM AND HIS BACKGROUND THAT HAS A PROFOUND IMPACT ON YOU!

AND THAT, IN TURN, IMPACTS ON US!

LOOK, I DON'T WANT --

I'M ONLY TRYING TO HELP! TELL ME MORE ABOUT HOW YOUR FATHER DIED!

ALL RIGHT, ALL RIGHT!

LIKE I ALREADY TOLD YOU --

-- THIS OLD MAN NAMED **PARKER** MISTOOK MY DADDY FOR A BURGLAR AND CAME AT HIM WITH A GUN. IN THE STRUGGLE, THE GUN WENT OFF AND THE OLD MAN **DIED**. DADDY WAS WRONGLY CONVICTED OF **MURDER**!

WELL, MY DADDY ALWAYS TOLD ME IT WAS SPIDER-MAN WHO CAPTURED HIM AND PLANTED THE EVIDENCE THAT MADE HIM LOOK GUILTY!

A FEW YEARS LATER, WHEN MY DADDY HAD BEEN RELEASED FROM PRISON, HE WAS TRYING TO CARVE HIMSELF OUT A NEW AND STRAIGHT LIFE!

BUT SPIDER-MAN HUNTED HIM DOWN! HE CAUGHT DADDY IN A WAREHOUSE AND BEAT HIM --

-- AND FINALLY **STRANGL**ED HIM TO DEATH!

THE CORONER CALLED IT A HEART ATTACK -- BUT I'M SURE THAT WAS A FAVOR TO PROTECT **SPIDER-MAN**!



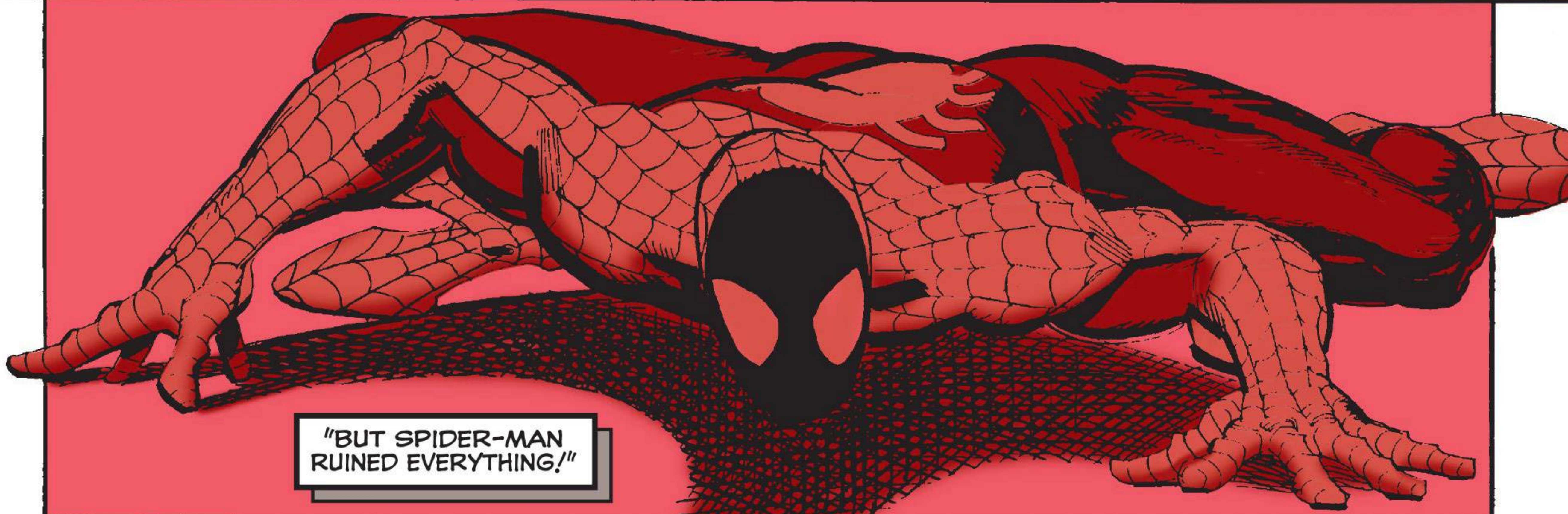
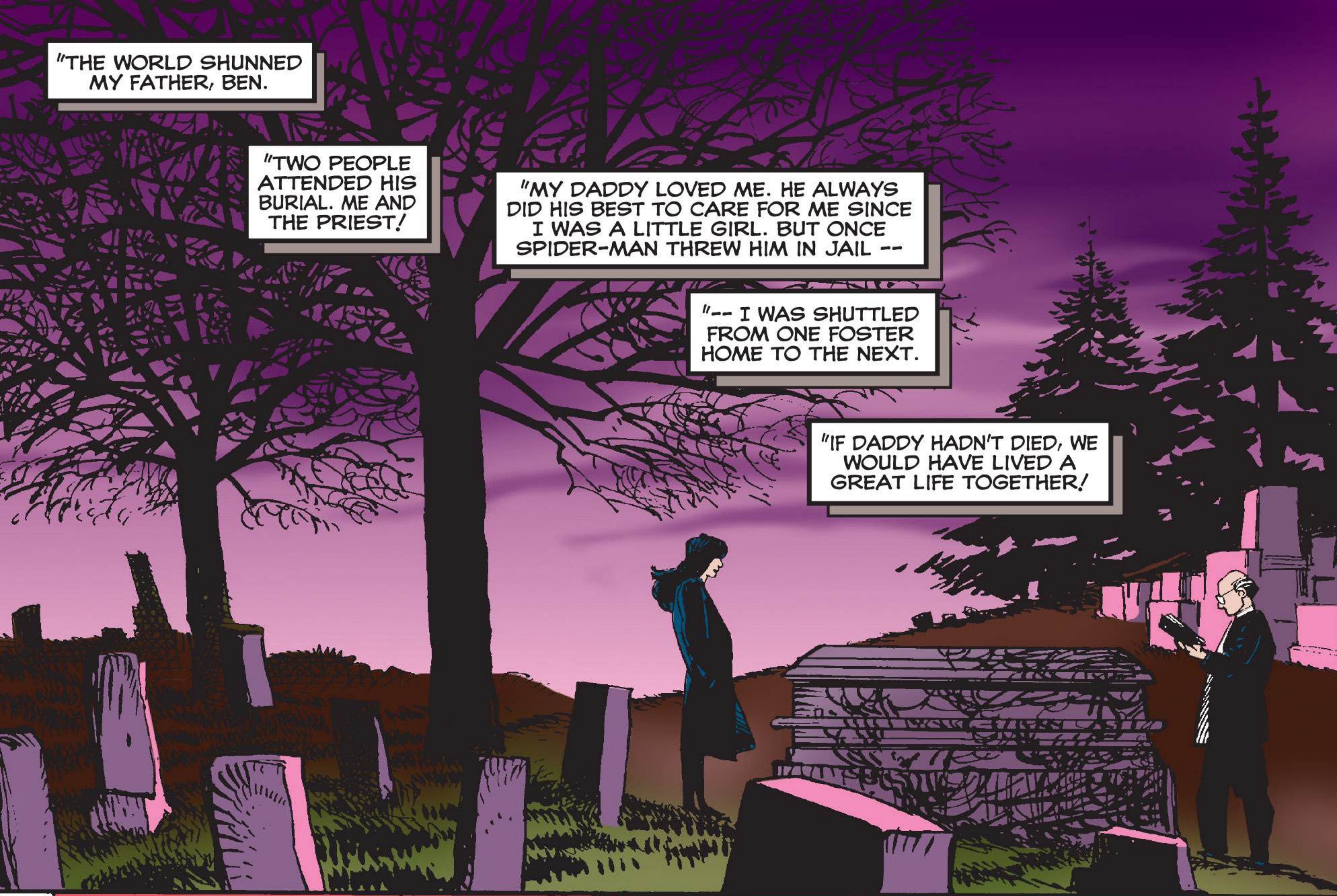
"THE WORLD SHUNNED
MY FATHER, BEN.

"TWO PEOPLE
ATTENDED HIS
BURIAL. ME AND
THE PRIEST!

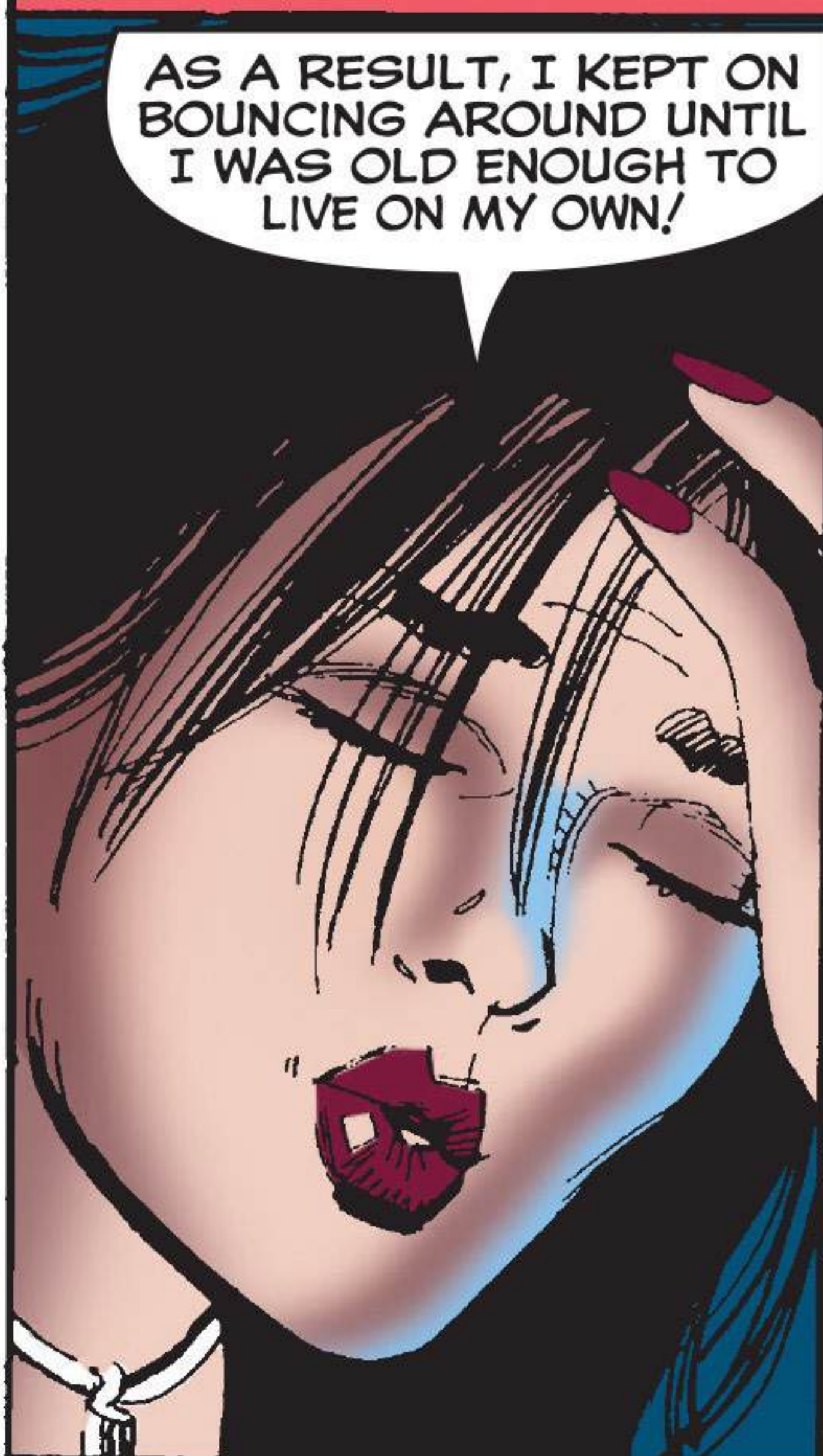
"MY DADDY LOVED ME. HE ALWAYS
DID HIS BEST TO CARE FOR ME SINCE
I WAS A LITTLE GIRL. BUT ONCE
SPIDER-MAN THREW HIM IN JAIL --

"-- I WAS SHUTTLED
FROM ONE FOSTER
HOME TO THE NEXT.

"IF DADDY HADN'T DIED, WE
WOULD HAVE LIVED A
GREAT LIFE TOGETHER!



"BUT SPIDER-MAN
RUINED EVERYTHING!"

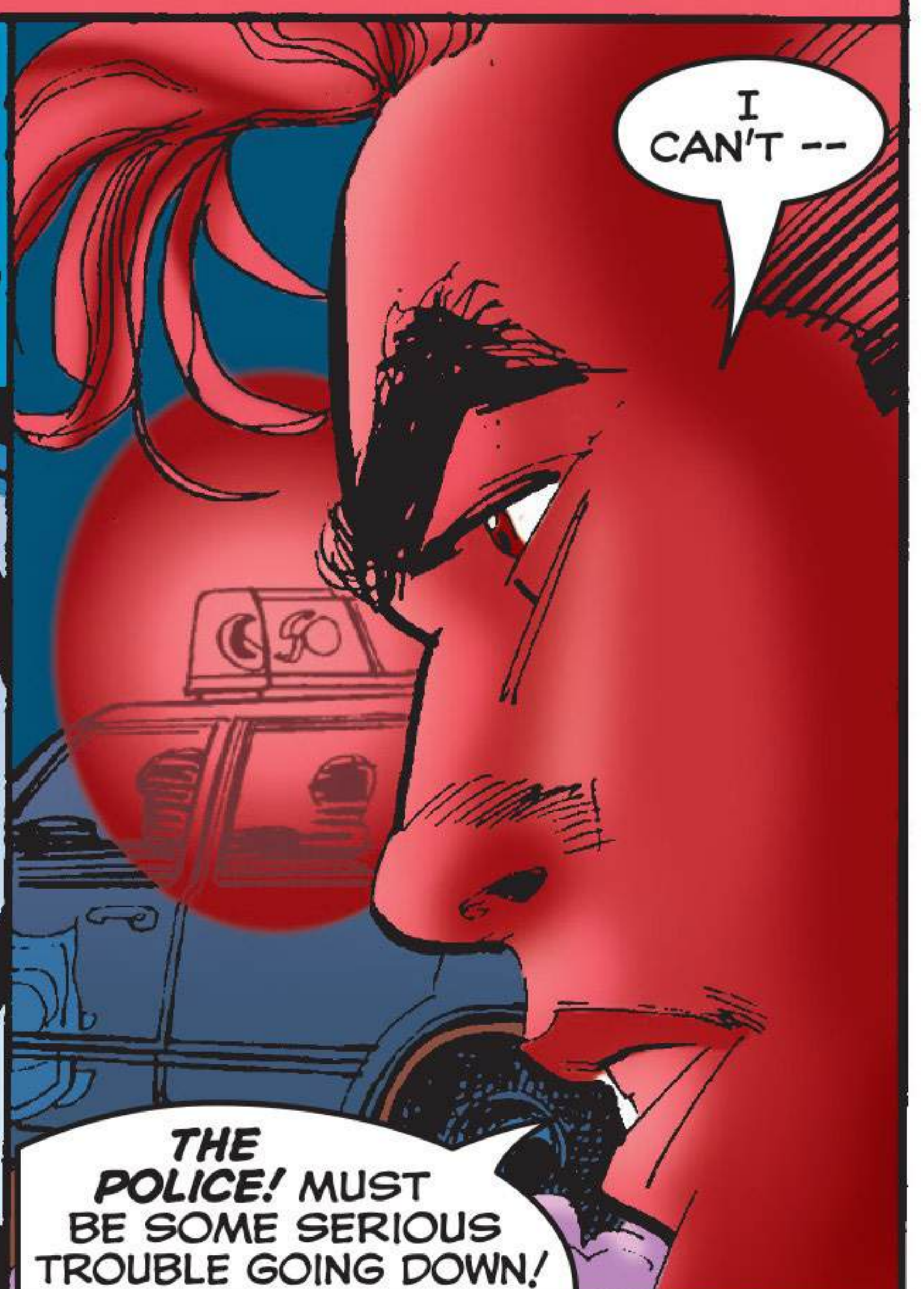


AS A RESULT, I KEPT ON
BOUNCING AROUND UNTIL
I WAS OLD ENOUGH TO
LIVE ON MY OWN!



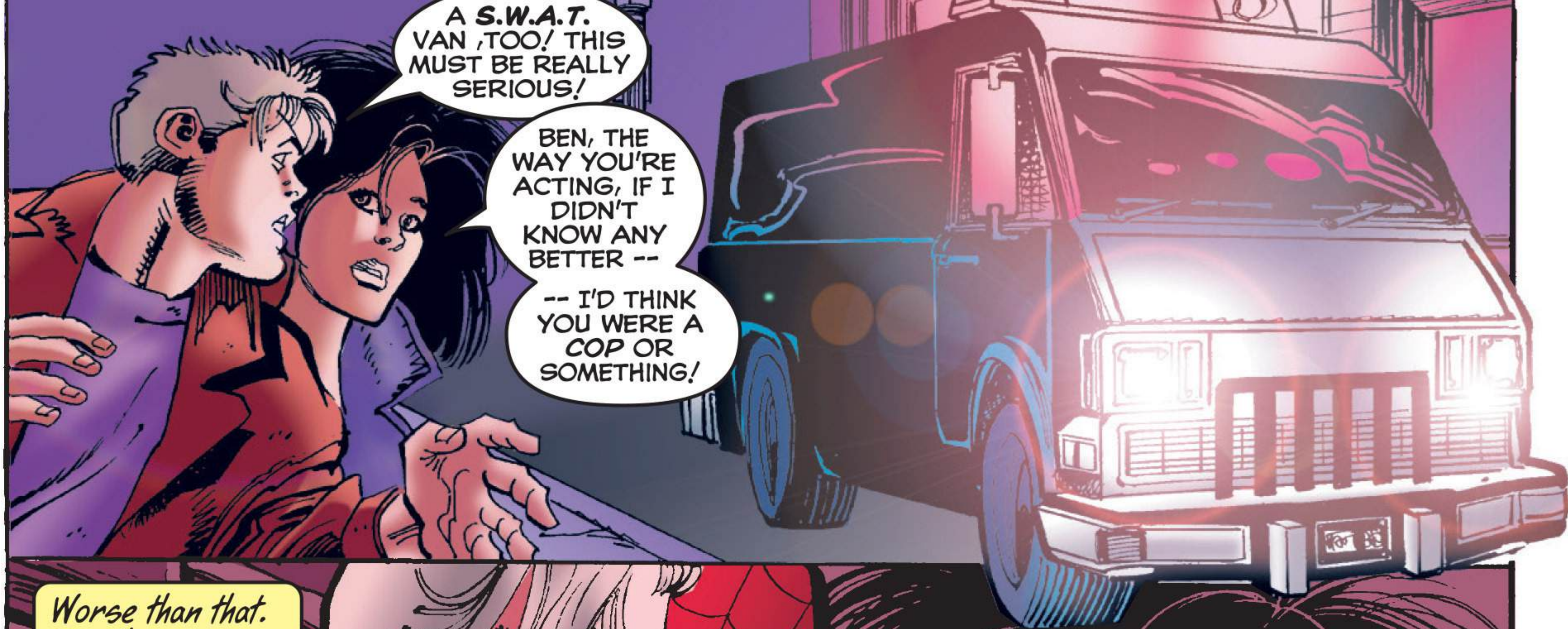
YOU CAN'T BELIEVE --
I MEAN, THE PAPERS
SAY SPIDER-MAN IS
A **GOOD GUY!**

NOT **ALL** THE
PAPERS! JONAH
JAMESON HAS THAT
BUG PEGGED GOOD!



I
CAN'T --

**THE
POLICE!** MUST
BE SOME SERIOUS
TROUBLE GOING DOWN!



A S.W.A.T. VAN, TOO! THIS MUST BE REALLY SERIOUS!

BEN, THE WAY YOU'RE ACTING, IF I DIDN'T KNOW ANY BETTER --

-- I'D THINK YOU WERE A COP OR SOMETHING!

Worse than that. I'm the guy you hate. SPIDER-MAN!

And right now it looks like SPIDEY is needed!

A PHONE! I'VE GOT TO FIND A PHONE!

A PHONE? WHAT ON EARTH DO YOU NEED *THAT* FOR?



I TOTALLY FORGOT TO TELL SHIRLEY THAT I -- I'LL BE ARRIVING LATE FOR WORK TOMORROW! WAIT RIGHT HERE --

-- AND I'LL BE BACK IN A *FLASH*!

WAIT? WHY CAN'T I COME WITH YOU?

Umm, WELL, IT'S *SAFE* HERE! BE RIGHT BACK!

Well, that was *LAME*!

I'll have to work on those snappy, customized lines designed to protect a secret identity!

No WONDER Peter married MJ!

WAIT?
HARDLY!

I'VE GOT
MY CAMERA
AND THIS IS A
PHOTO OP!

MOVE IT!
EVERY-
BODY INTO
POSITION --
**DOUBLE
TIME!**

EXCUSE ME,
OFFICER!
CAN YOU
TELL ME
WHAT THE
TROUBLE IS
HERE?

HOSTAGE SITUATION IN
A JEWELRY STORE. BUT
IF YOU THINK I'M LETTING
YOU GET CLOSE ENOUGH
TO TAKE PICTURES
YOU'RE **WRONG!**

OKAY,
OKAY...

SO I'LL FIND ANOTHER
VANTAGE POINT TO
SHOOT FROM! AND
THEN --

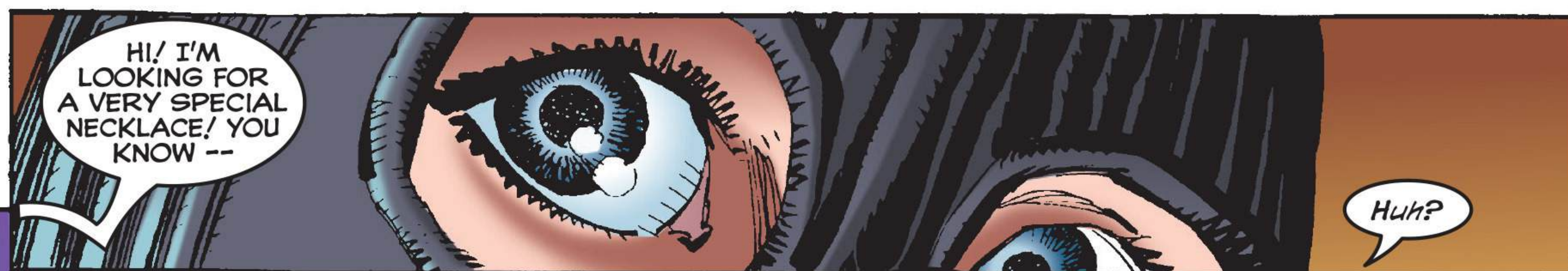
-- **IT'S
HIM!**

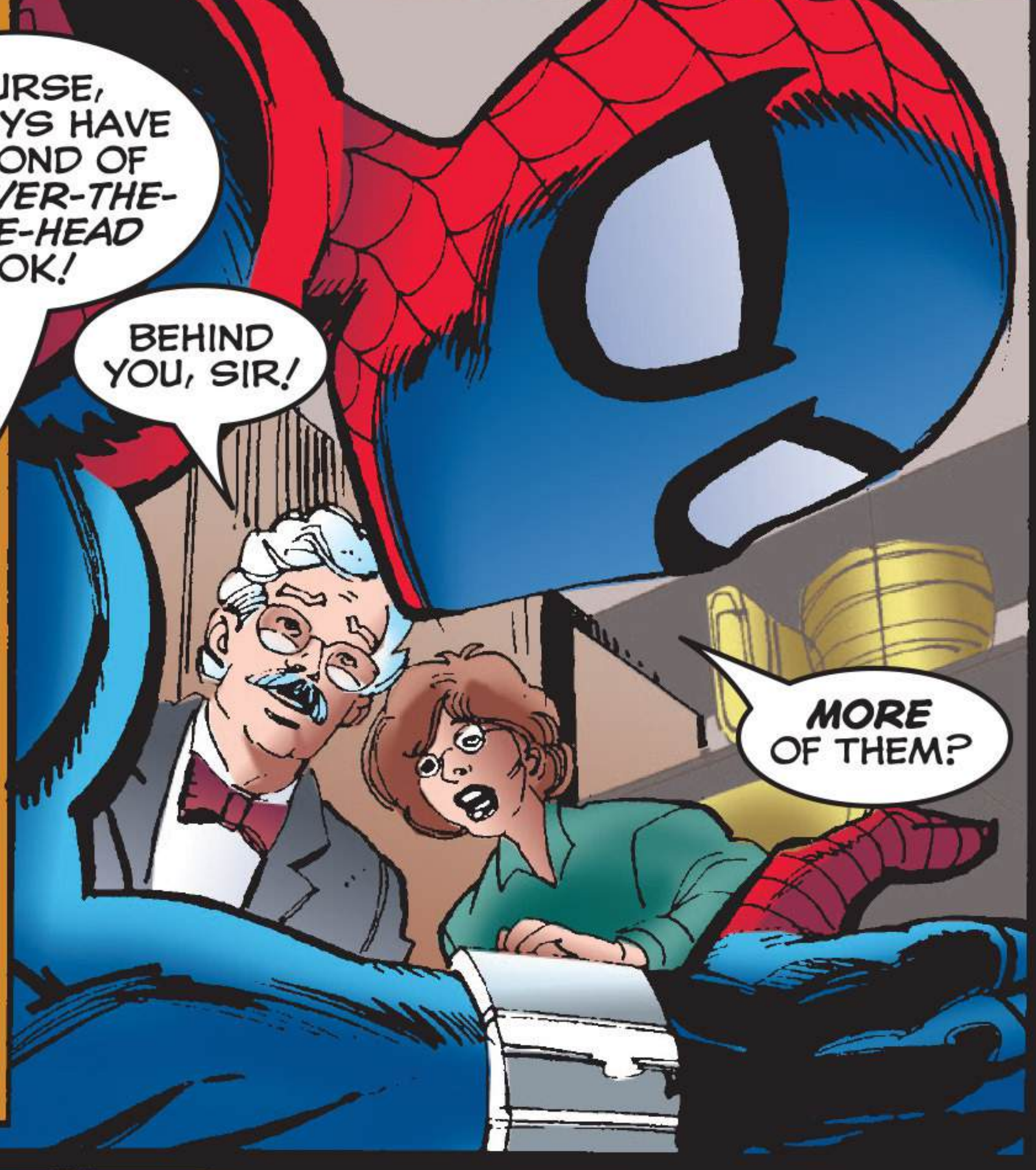
SPIDER-MAN!

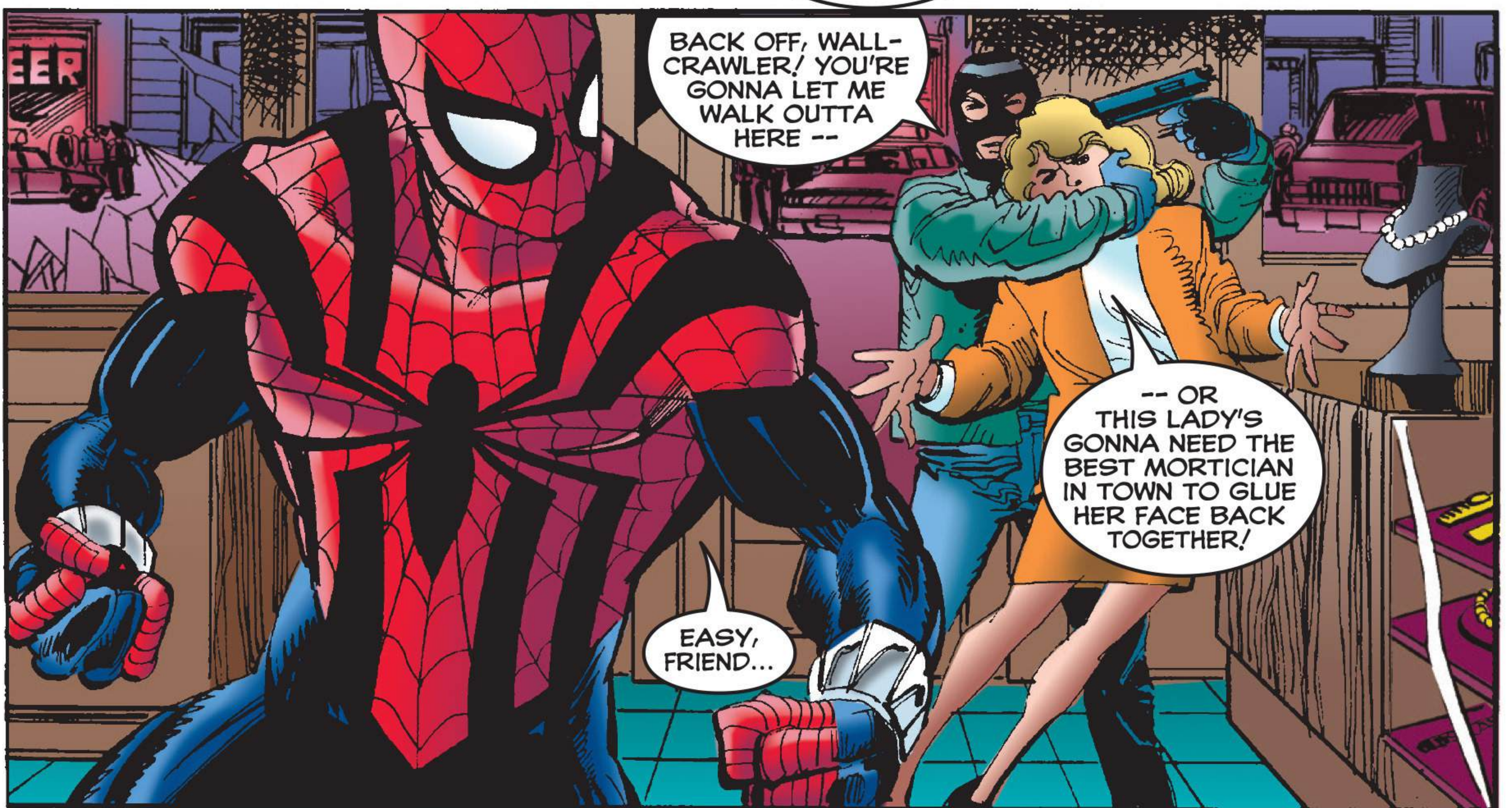
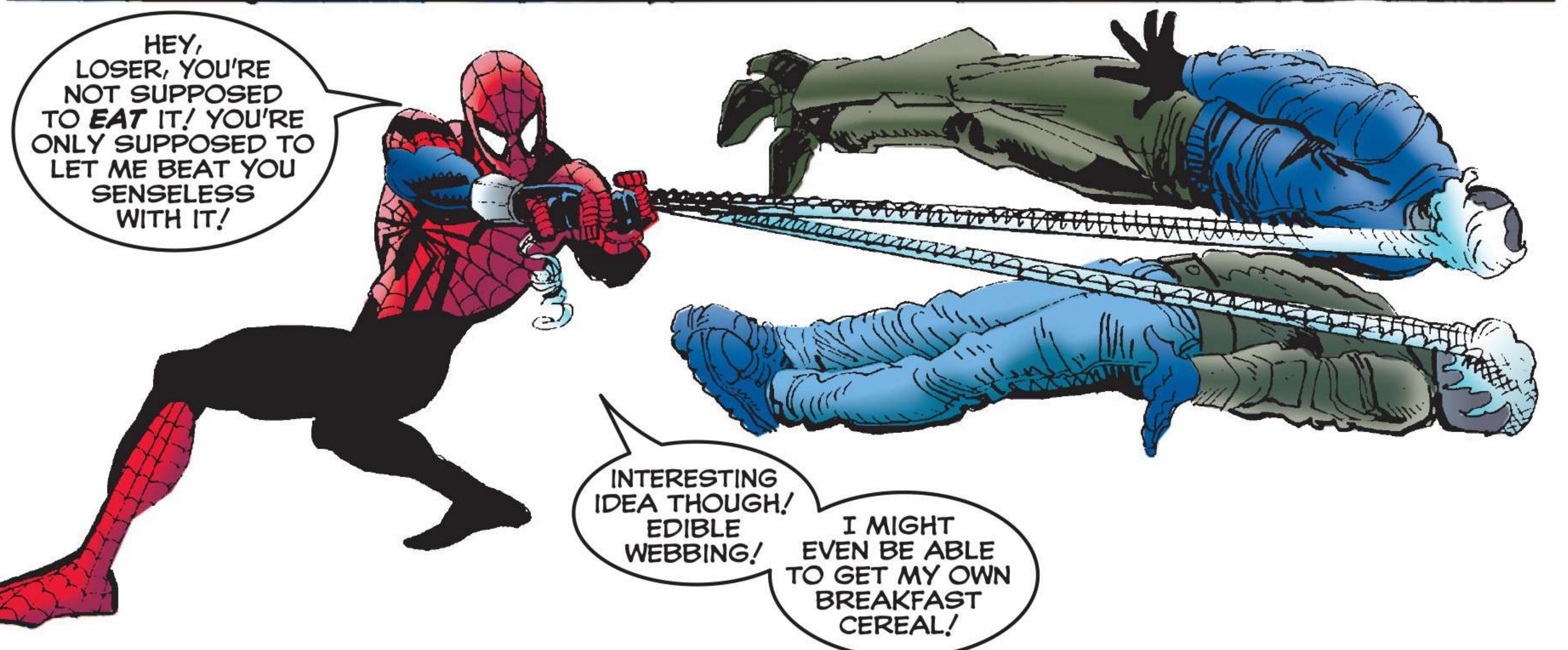
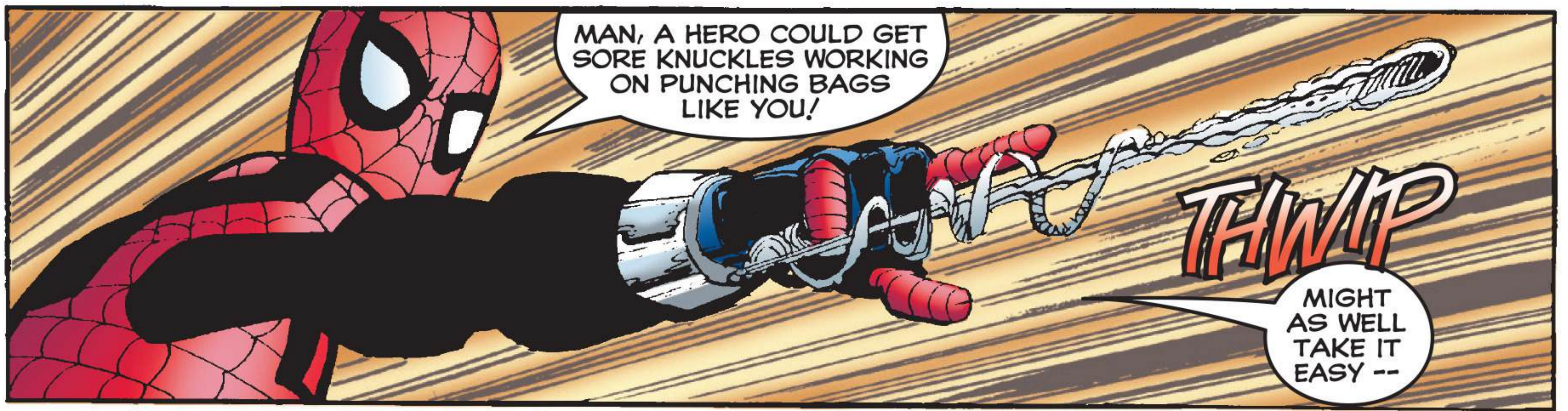
ONE
SIDE, BOYS 'N'
GIRLS!

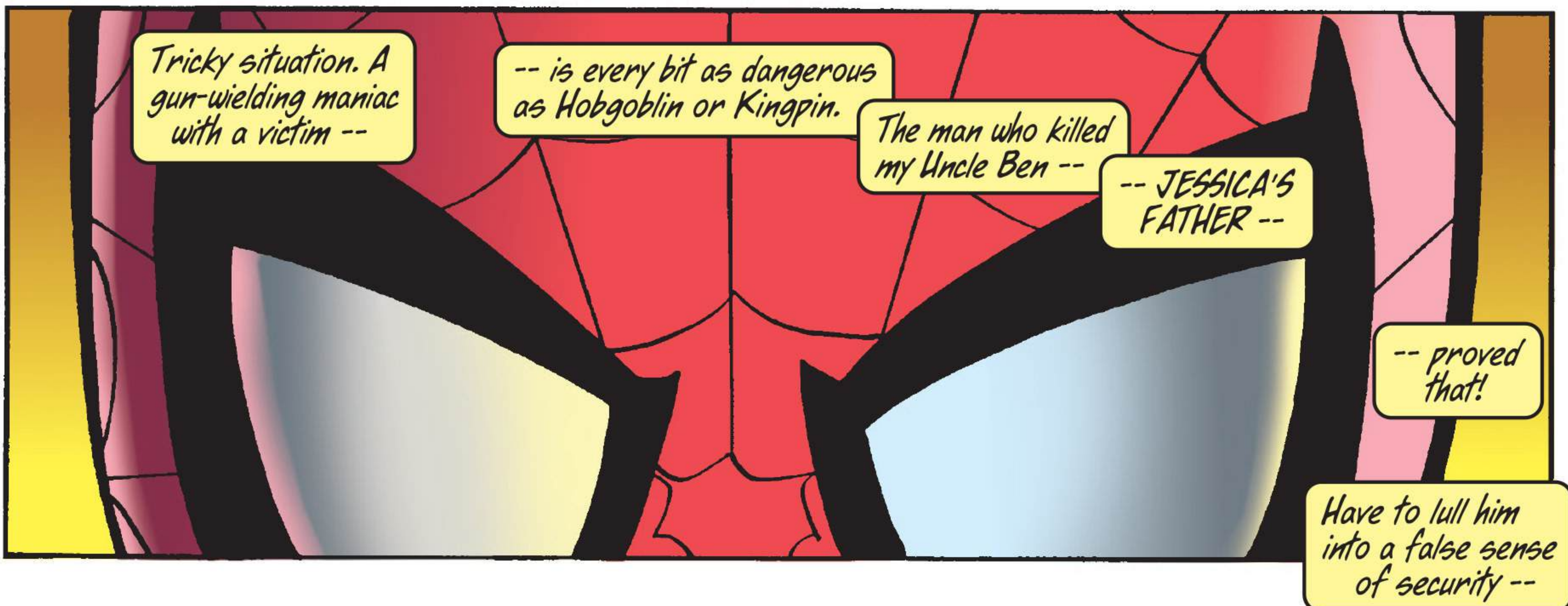
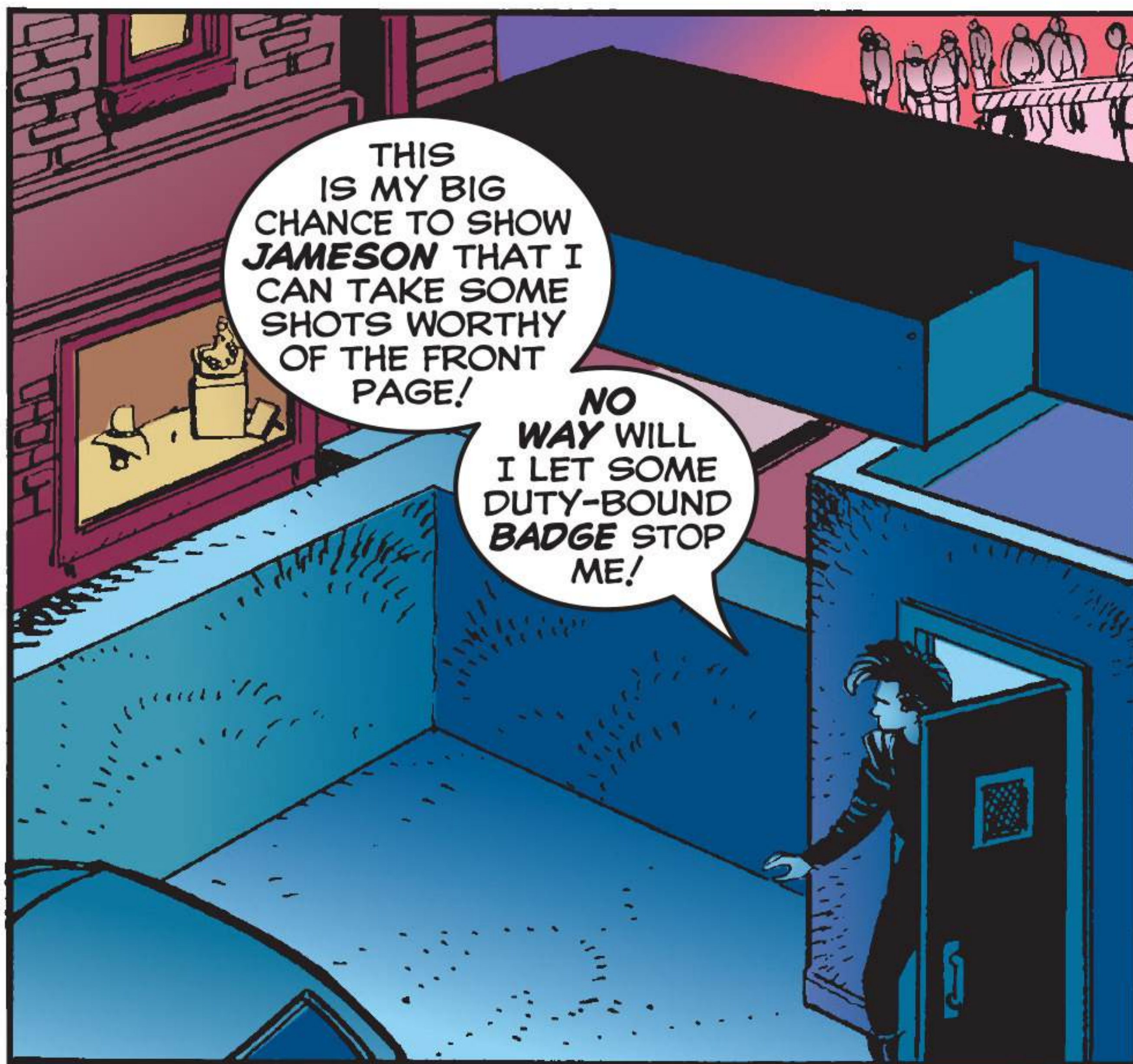
TIME FOR
YOUR FAVORITE
NEIGHBORHOOD
SPIDER-MAN --

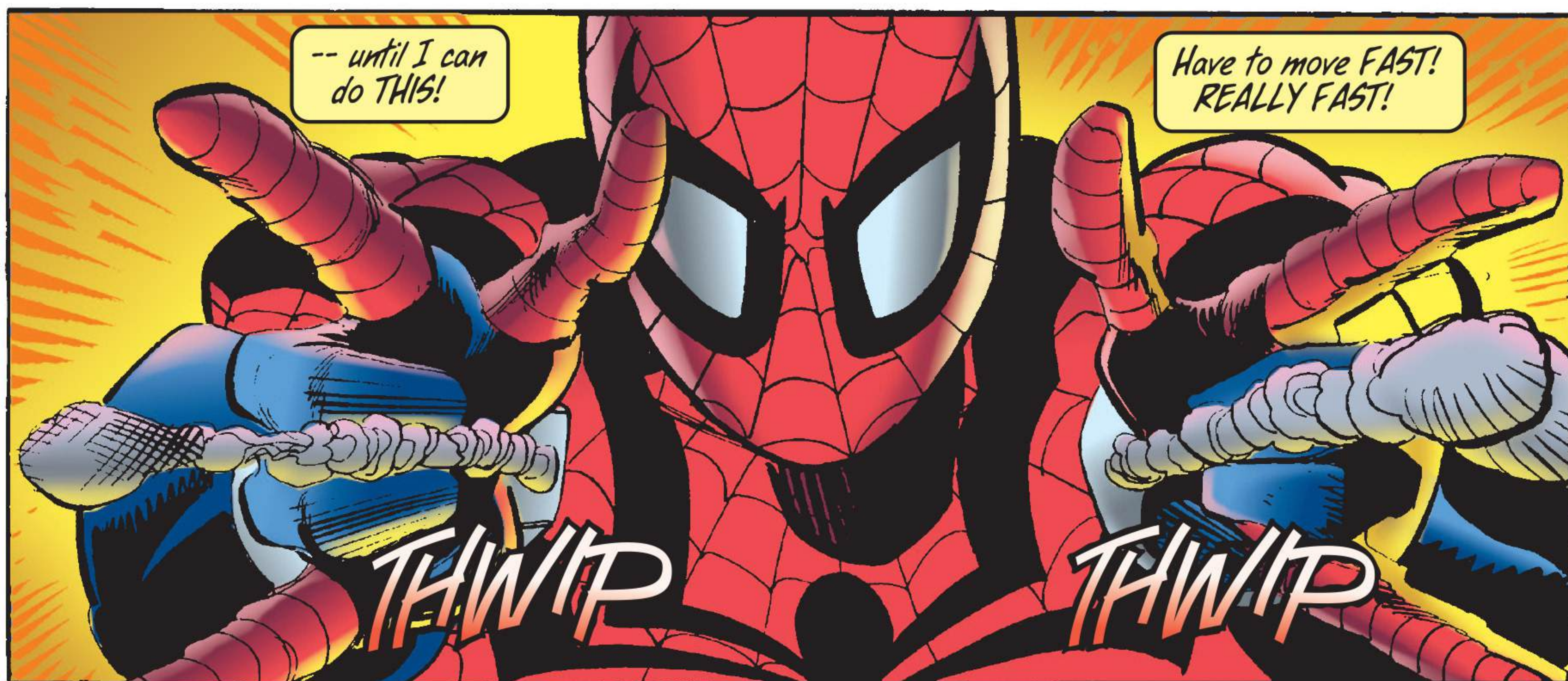
-- TO GO
SHOPPING!





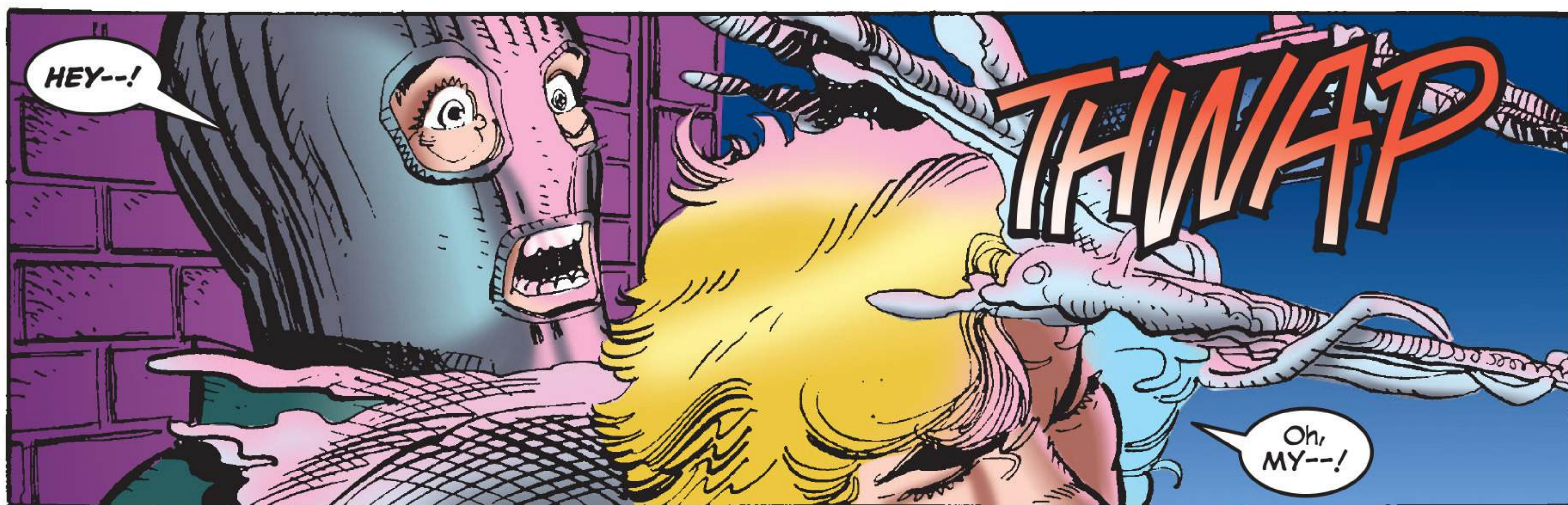






-- until I can do THIS!

Have to move FAST! REALLY FAST!

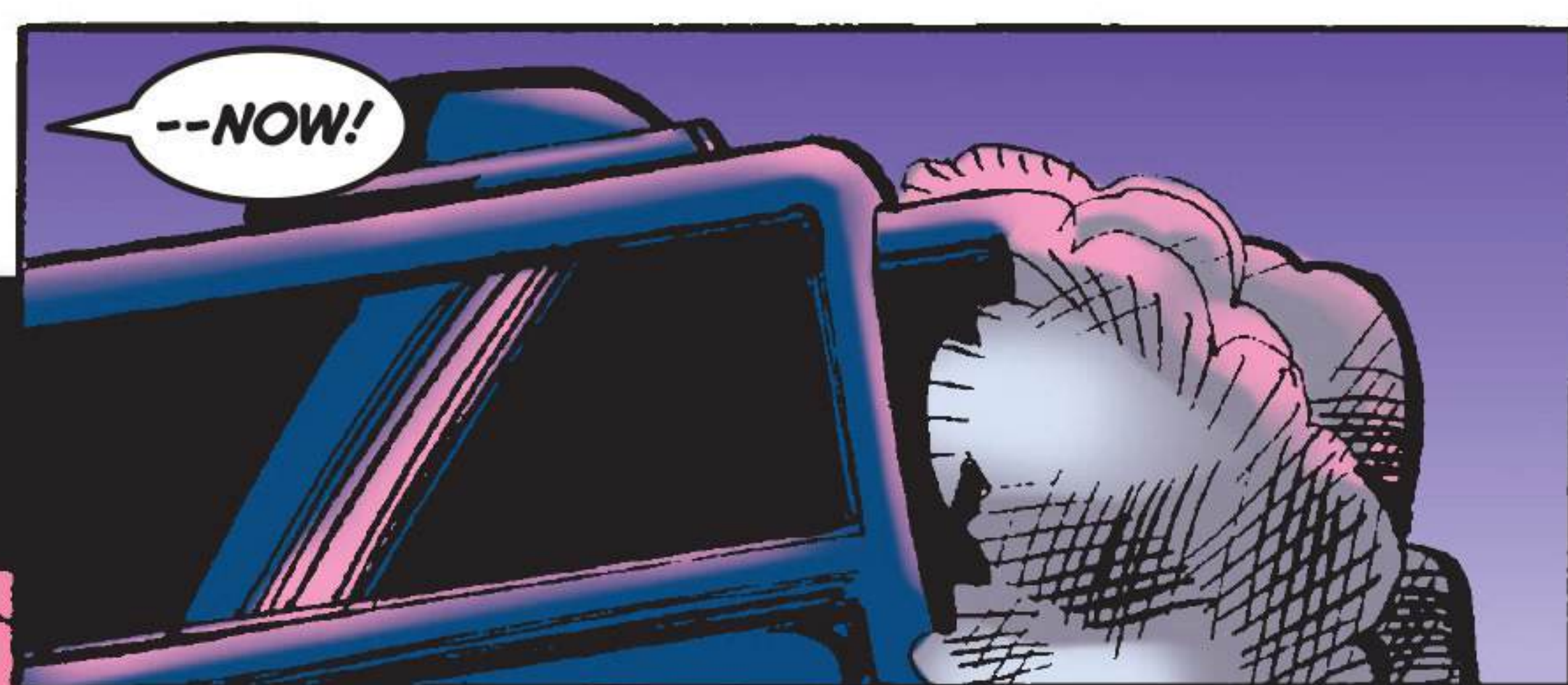


HEY--!

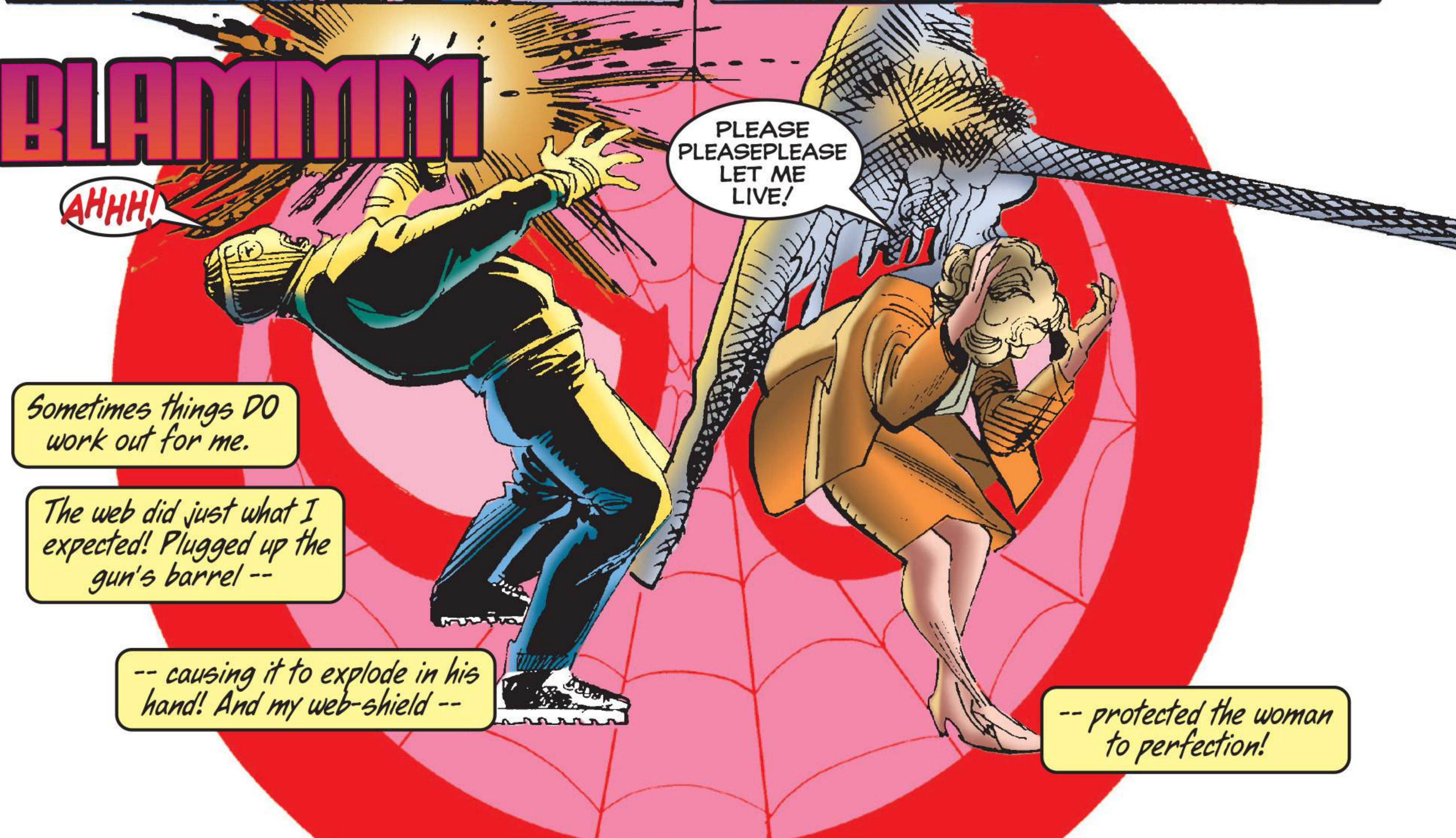
Oh, MY--!



STUPID MOVE, WEB-HEAD! THIS LADY DIES--



--NOW!



BLAMMM

AHHH!

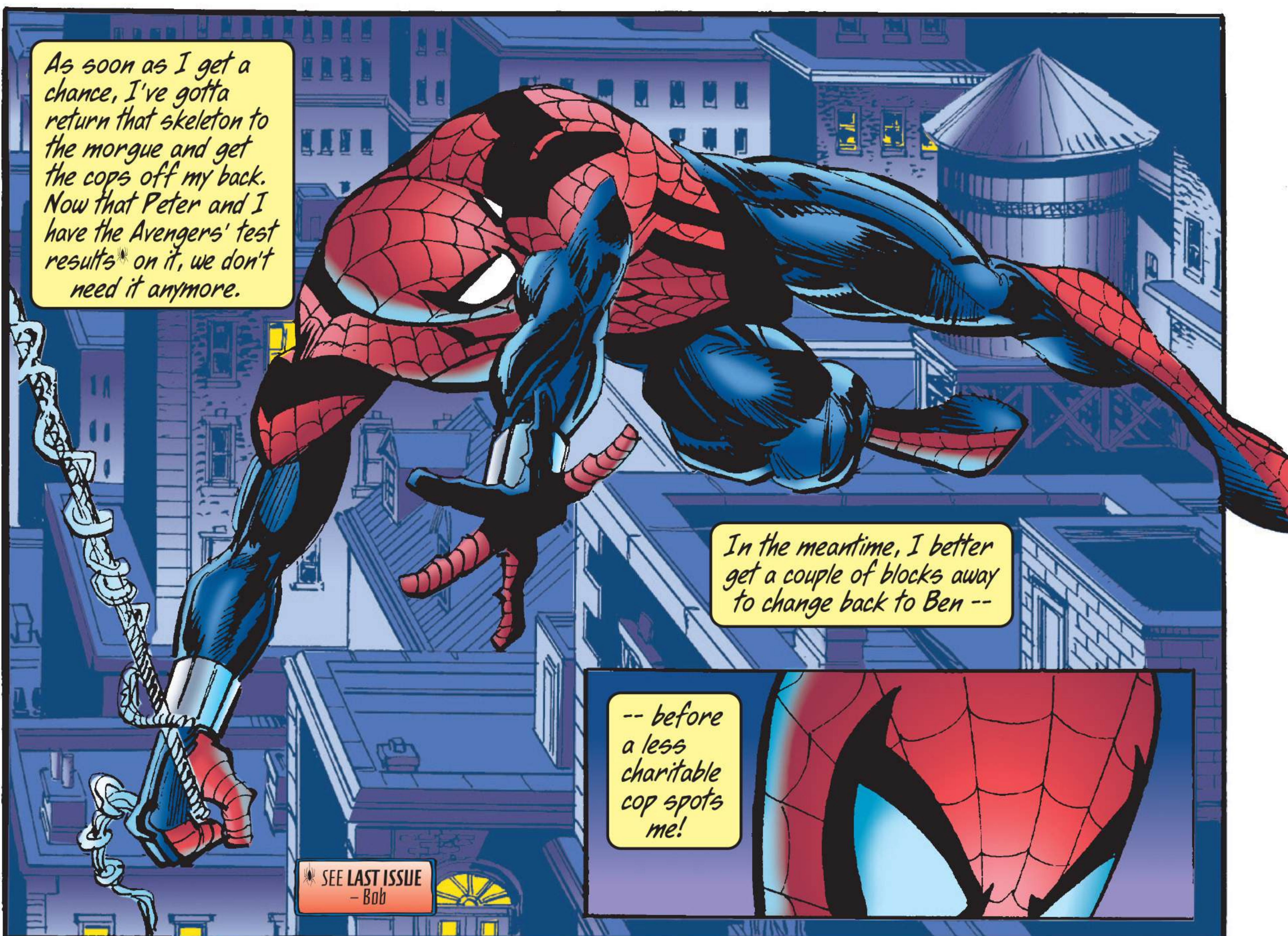
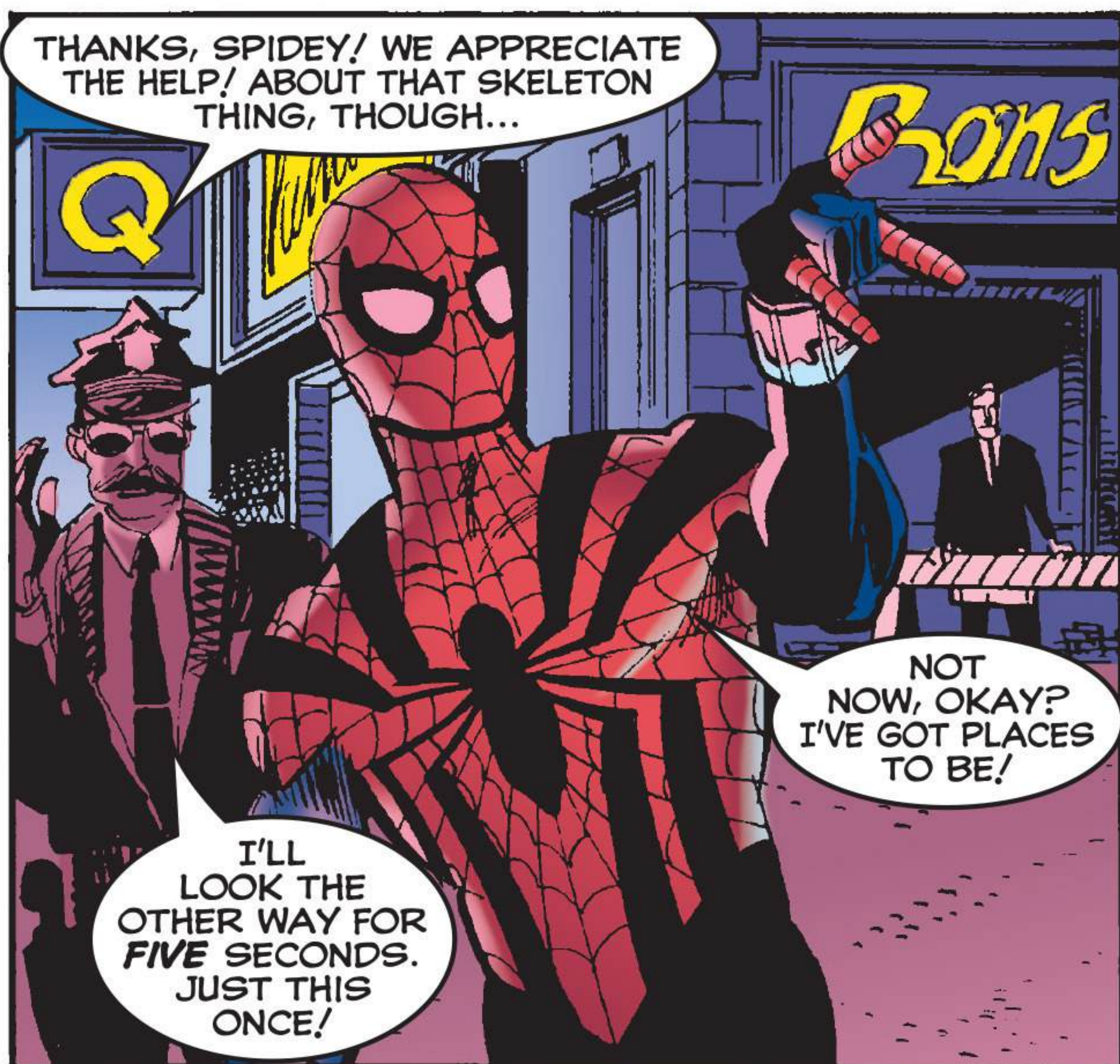
PLEASE PLEASE LET ME LIVE!

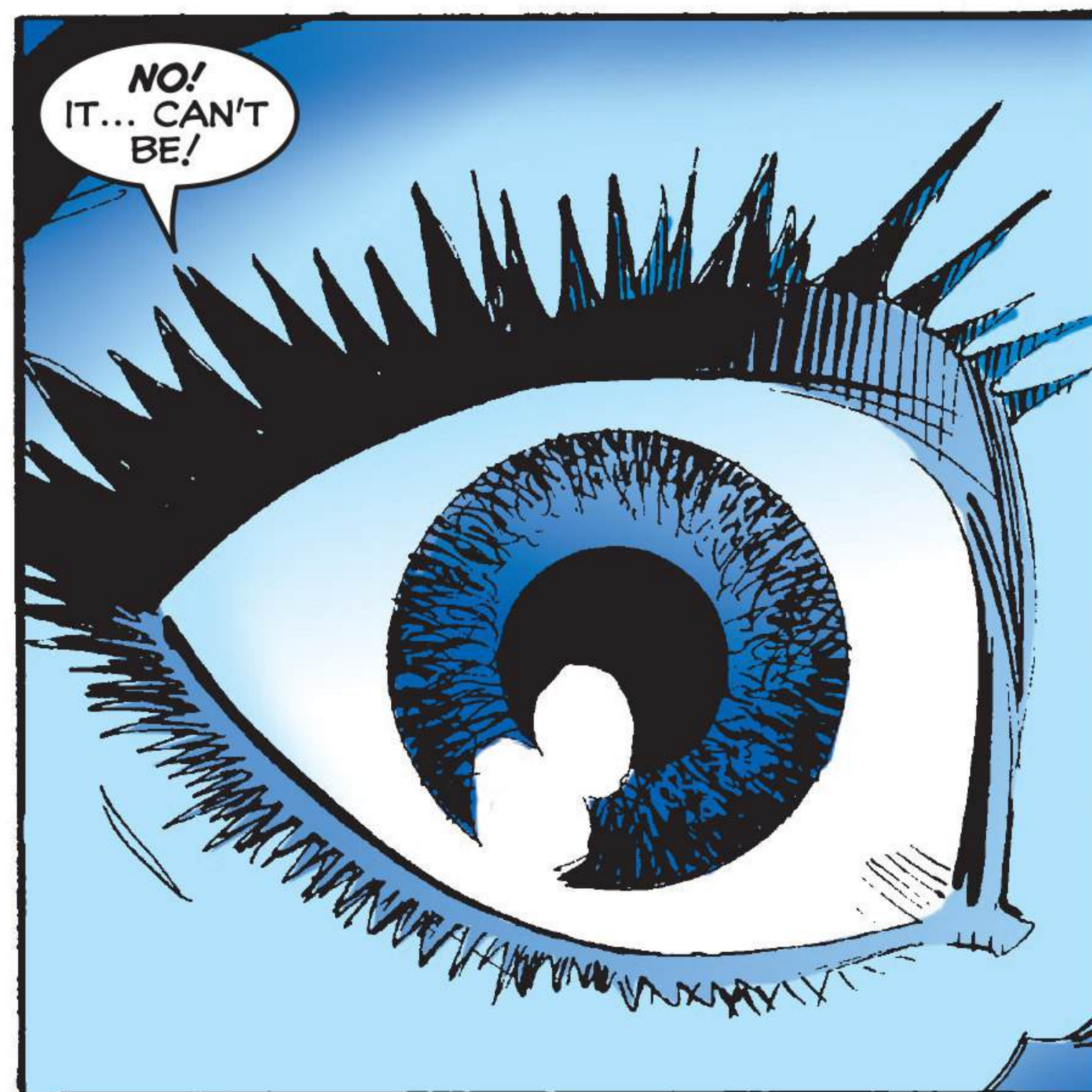
Sometimes things DO work out for me.

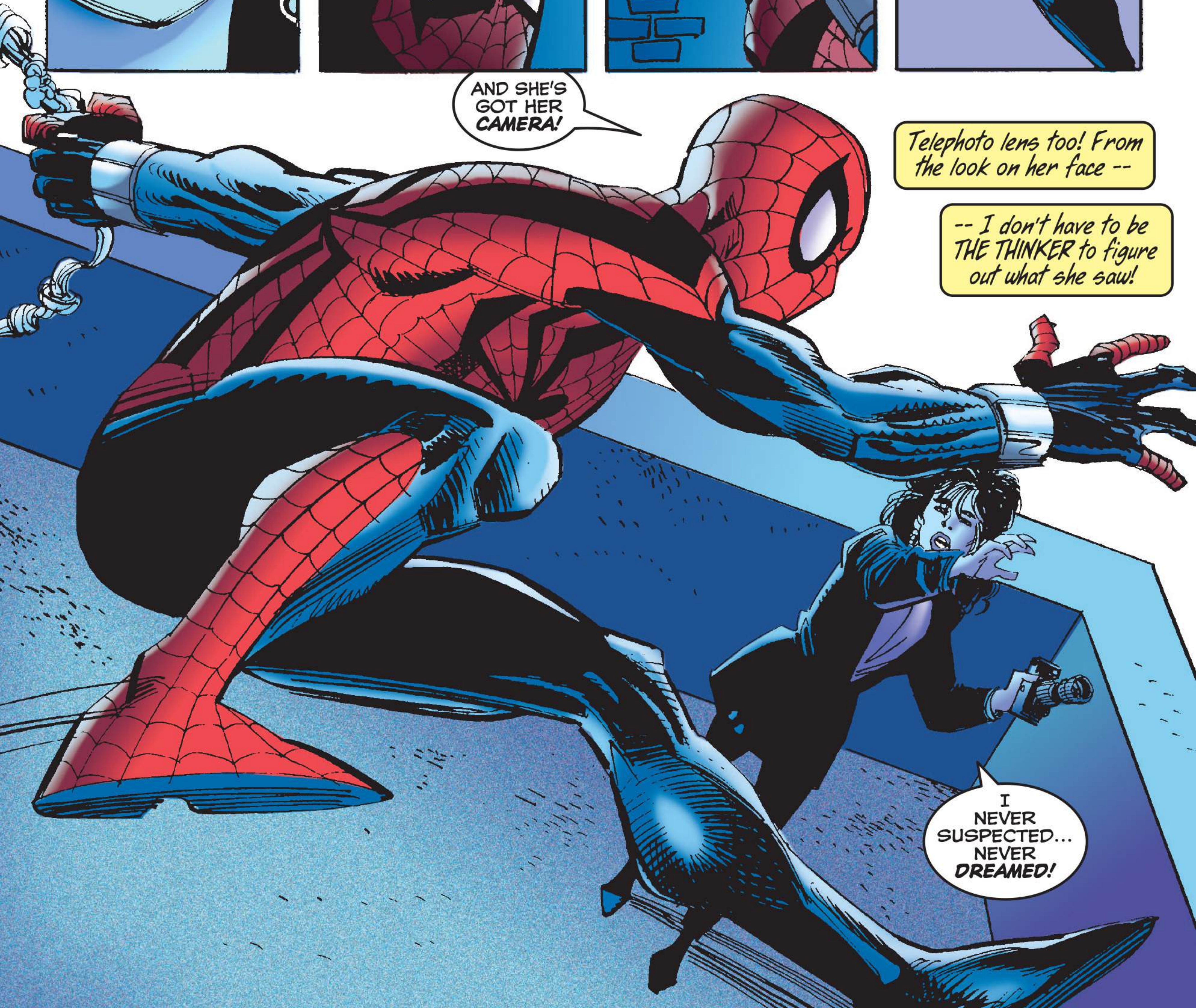
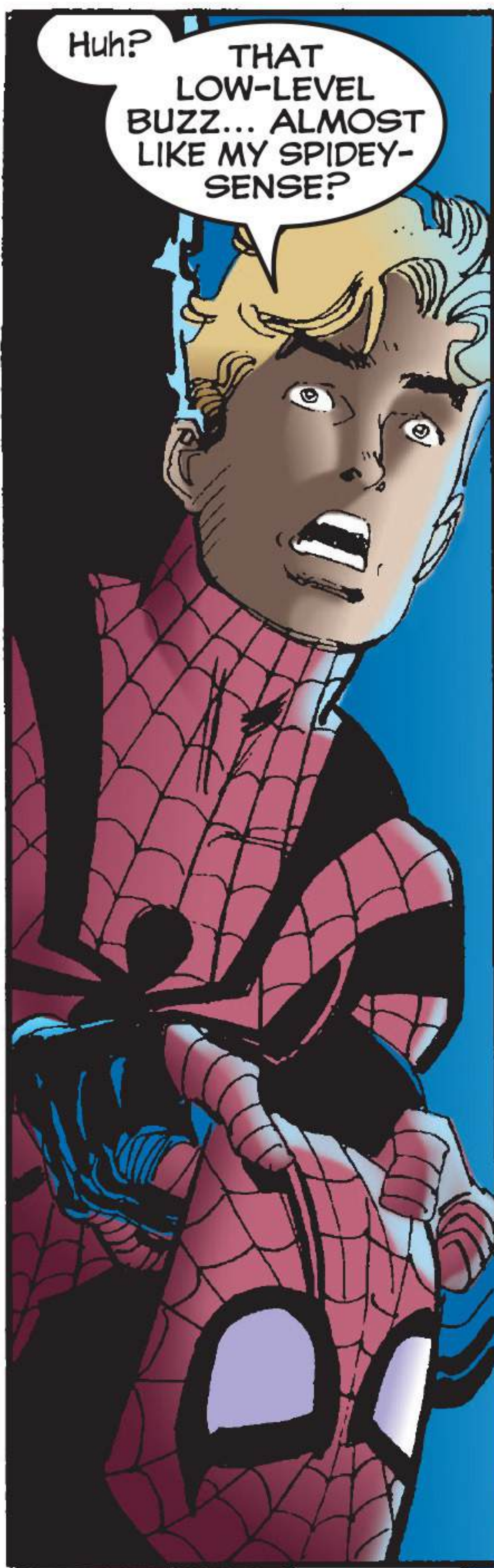
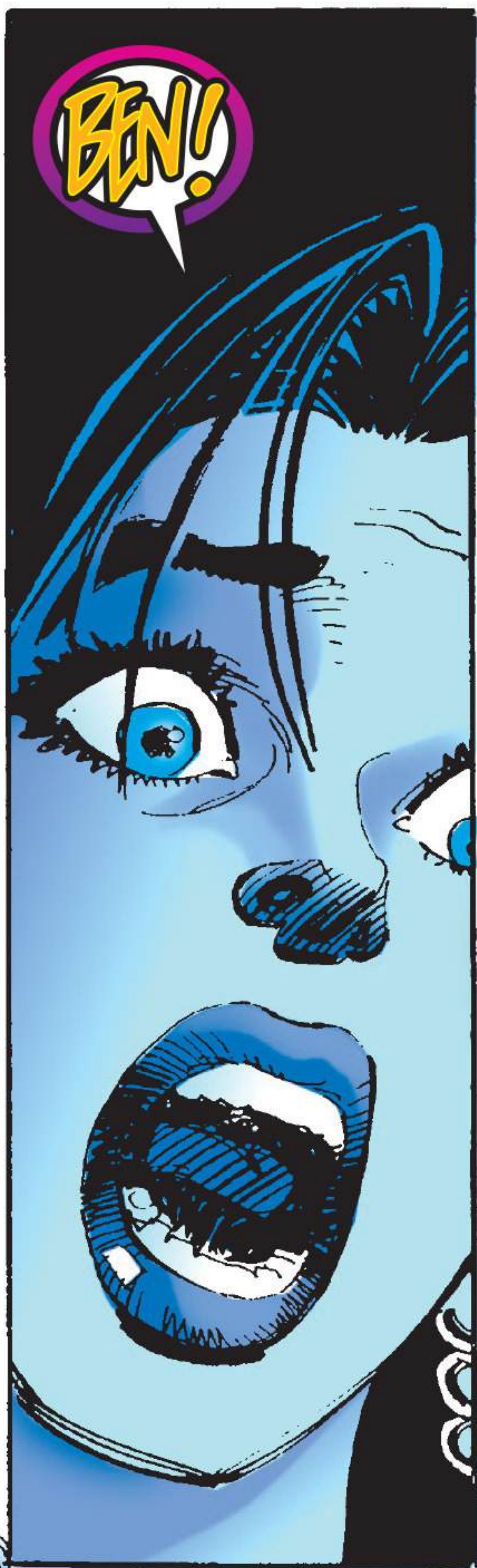
The web did just what I expected! Plugged up the gun's barrel --

-- causing it to explode in his hand! And my web-shield --

-- protected the woman to perfection!



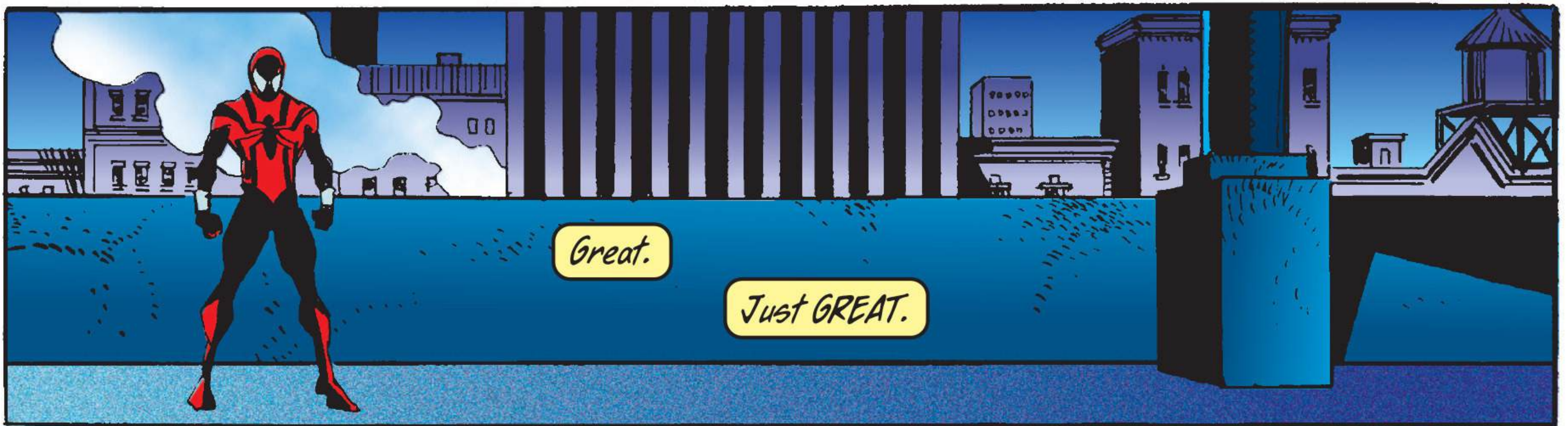
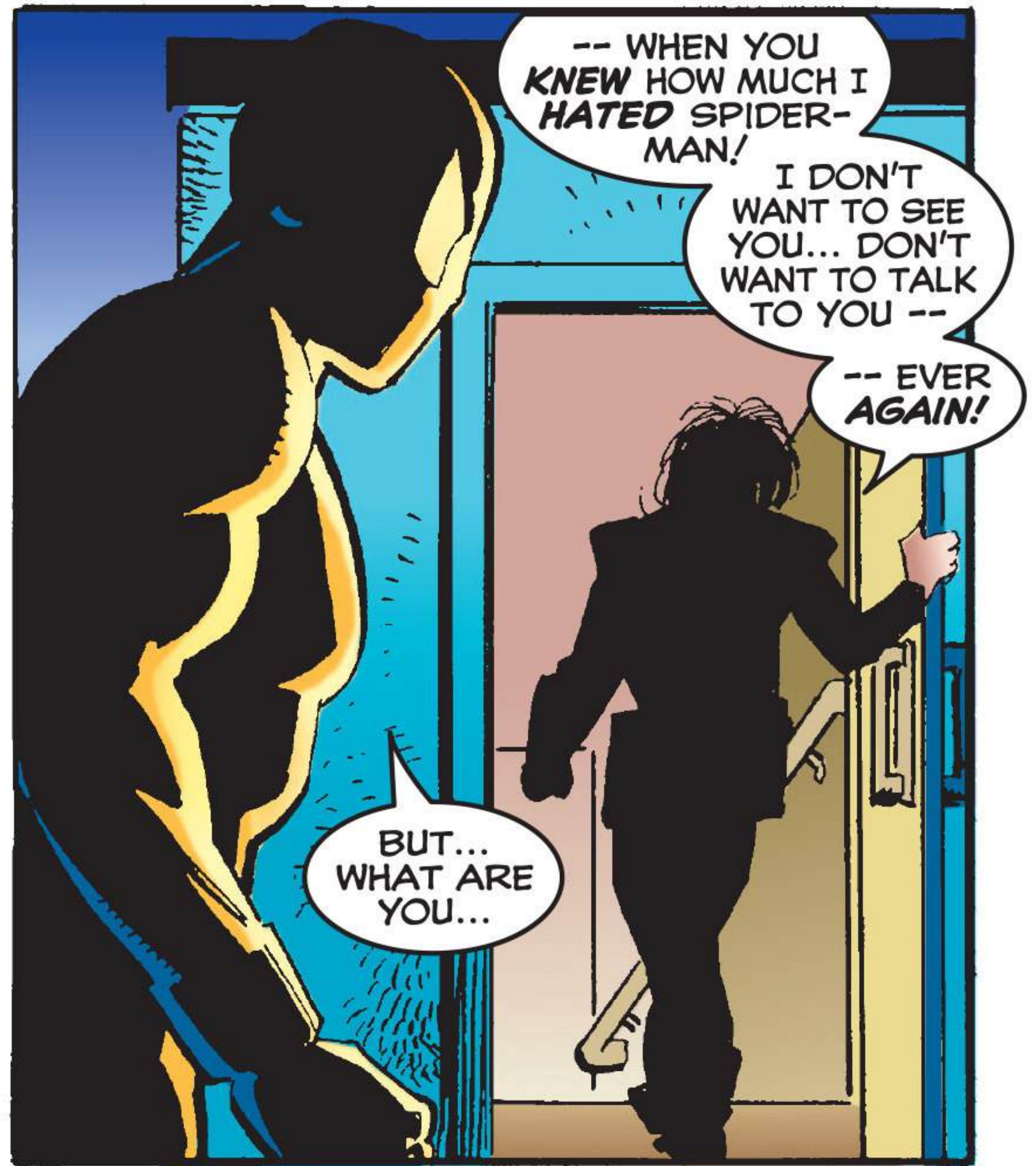
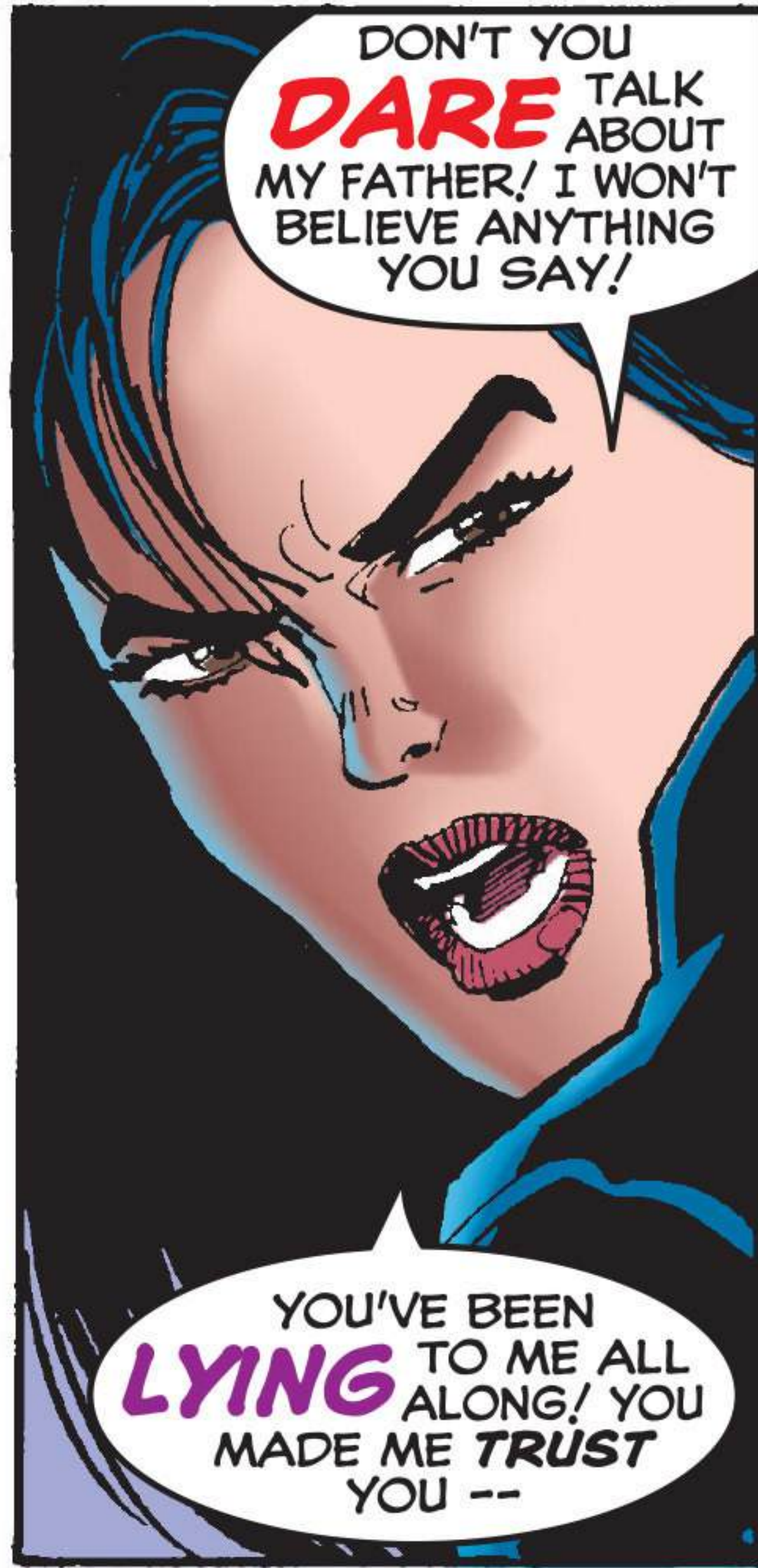
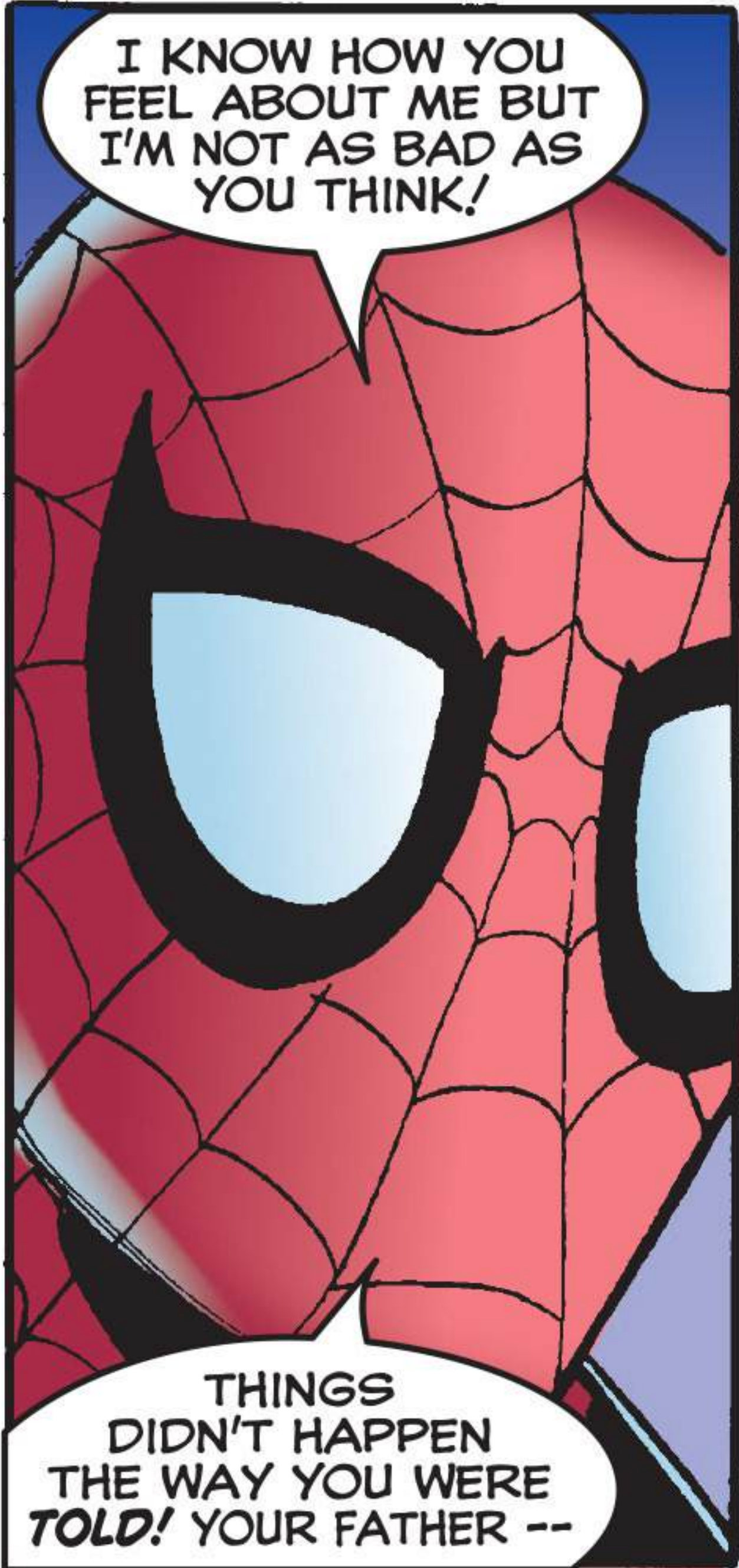


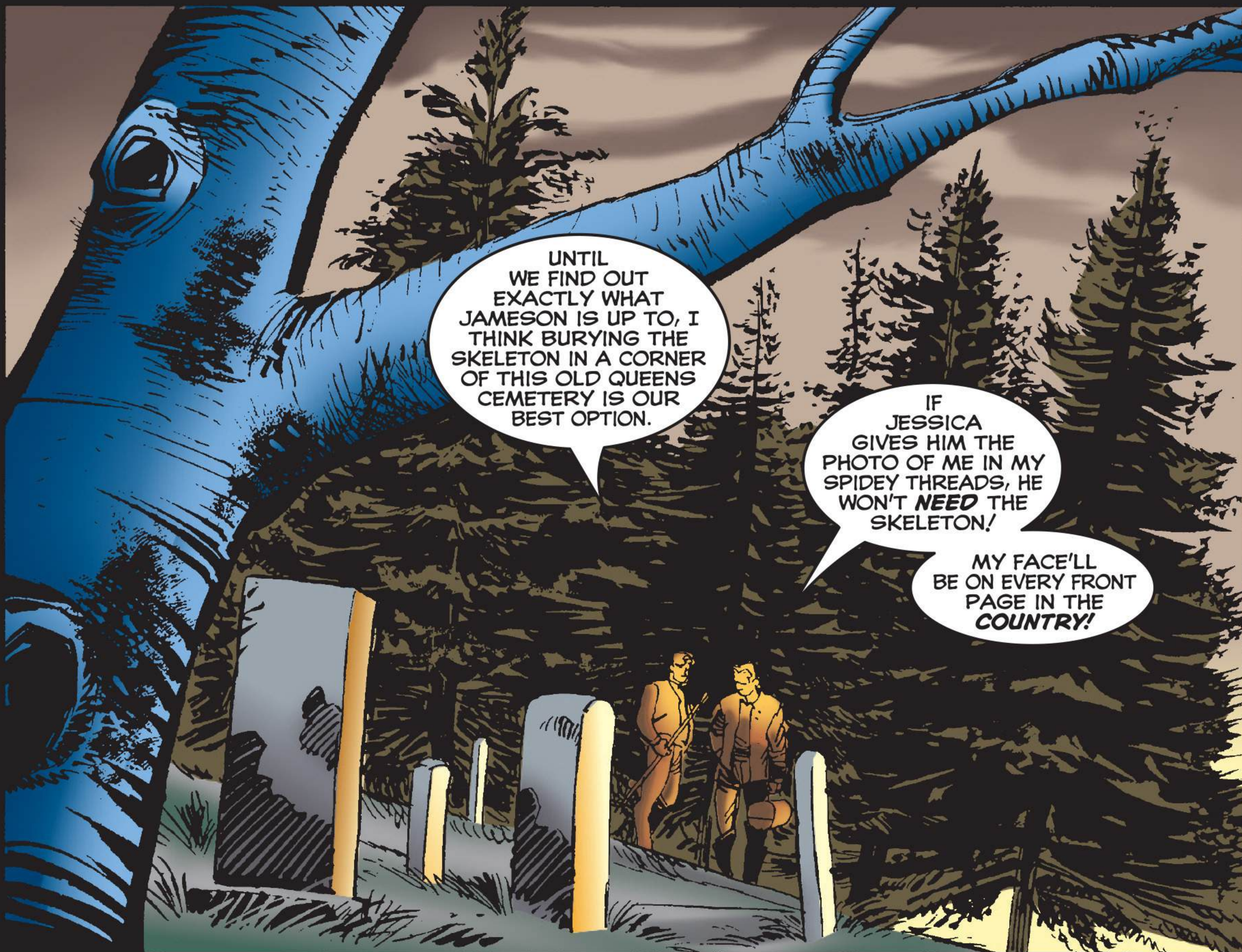


AND SHE'S GOT HER CAMERA!

Telephoto lens too! From the look on her face --

-- I don't have to be THE THINKER to figure out what she saw!





UNTIL WE FIND OUT EXACTLY WHAT JAMESON IS UP TO, I THINK BURYING THE SKELETON IN A CORNER OF THIS OLD QUEENS CEMETERY IS OUR BEST OPTION.

IF JESSICA GIVES HIM THE PHOTO OF ME IN MY SPIDEY THREADS, HE WON'T **NEED** THE SKELETON!

MY FACE'LL BE ON EVERY FRONT PAGE IN THE **COUNTRY!**



YOU HAVE TO TALK TO HER, BEN! REMEMBER THAT **I** WAS WEARING THE SPIDEY SUIT WHEN HER FATHER DIED!

HIS DEATH WAS AN ACCIDENT! HE HAD A **HEART ATTACK!**

GEE, MAYBE YOU COULD TALK TO HER...



AND TELL HER THAT I'M A **CLONE** WHO FOUGHT HER FATHER? THAT WE'RE NOT COUSINS BUT THE SAME PERSON?

SOMEHOW, I DOUBT THAT WILL HELP.

GOOD POINT. AT LEAST WE'RE TAKING CARE OF THESE REMAINS, THOUGH.



SO MANY CLONES... SO MANY DEATHS.

BUT THEY WERE ALL ALIVE ONCE.

AT LEAST ONE OF THEM DESERVES A HALF-DECENT BURIAL.



THERE'S ONE OTHER THING WE ALL DESERVE! THE **TRUTH!**

SINCE THE AVENGERS' TEST PROVED THIS SKELETON IS A CLONE OF PETER PARKER, WE CAN'T BE SURE WHO **WE** ARE ANYMORE, BEN!

SURE WE DO! SEWARD TRAINER'S TEST PROVED **I'M** THE REAL THING AND YOU'RE A CLONE OF ME!

SEE THE SPECTACULAR SPIDER-MAN #226
- Clone Bob

I REALIZE THAT'S DIFFICULT FOR YOU TO ACCEPT BUT--



TRAINER'S TESTS PROVED **NOTHING!**

I NEVER DID TRUST HIM! HE WAS **YOUR** FRIEND, NOT MINE! IT WAS IN HIS BEST INTERESTS TO HAVE YOU BE REAL!

LIGHTEN UP, PARKER! IF YOU CALL TRAINER A LIAR, YOU MIGHT AS WELL CALL **ME** A LIAR AS WELL!

TRUST ME WHEN I SAY I DIDN'T **RIG** THE TEST!



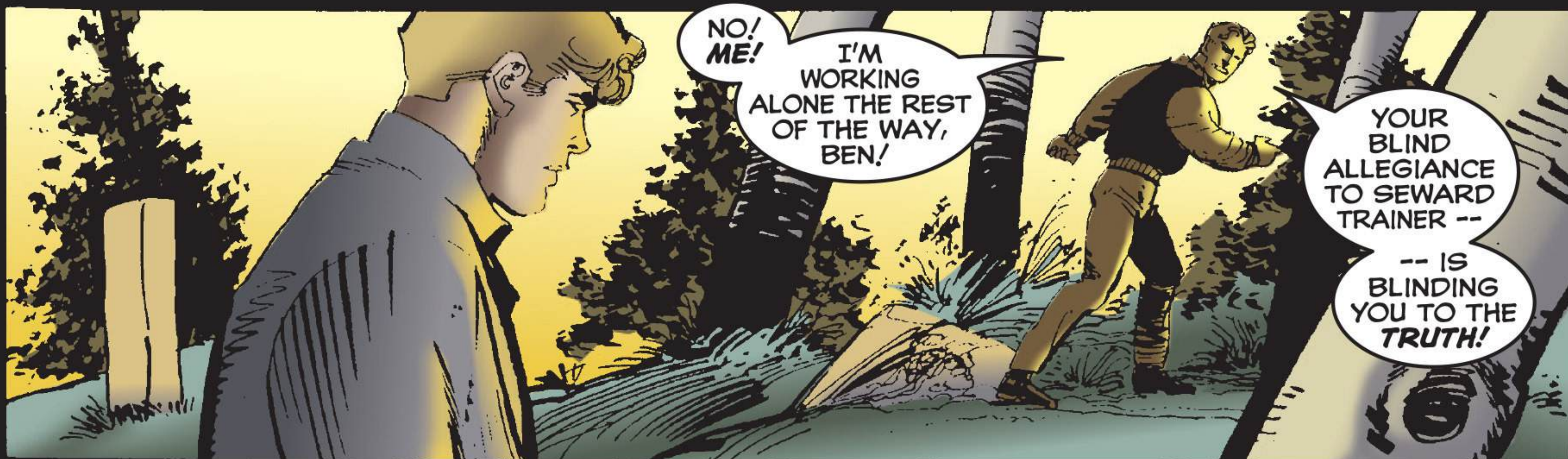
HOW DO YOU KNOW SOMEONE **ELSE** DIDN'T?

HOW DO YOU KNOW SEWARD TRAINER IS EVERYTHING HE **CLAIMED**?

I THINK YOU BETTER WAKE UP AND **SMELL** ALL THAT COFFEE IN THE DAILY GRIND, PAL! THIS SKELETON PROVES SOMETHING WEIRD IS GOING ON --

-- AND I'M GOING TO GET TO THE BOTTOM OF IT!

YOU MEAN **WE**, DON'T YOU?



YOUR BLIND ALLEGIANCE TO SEWARD TRAINER --

-- IS BLINDING YOU TO THE TRUTH!



Great.

Just GREAT.



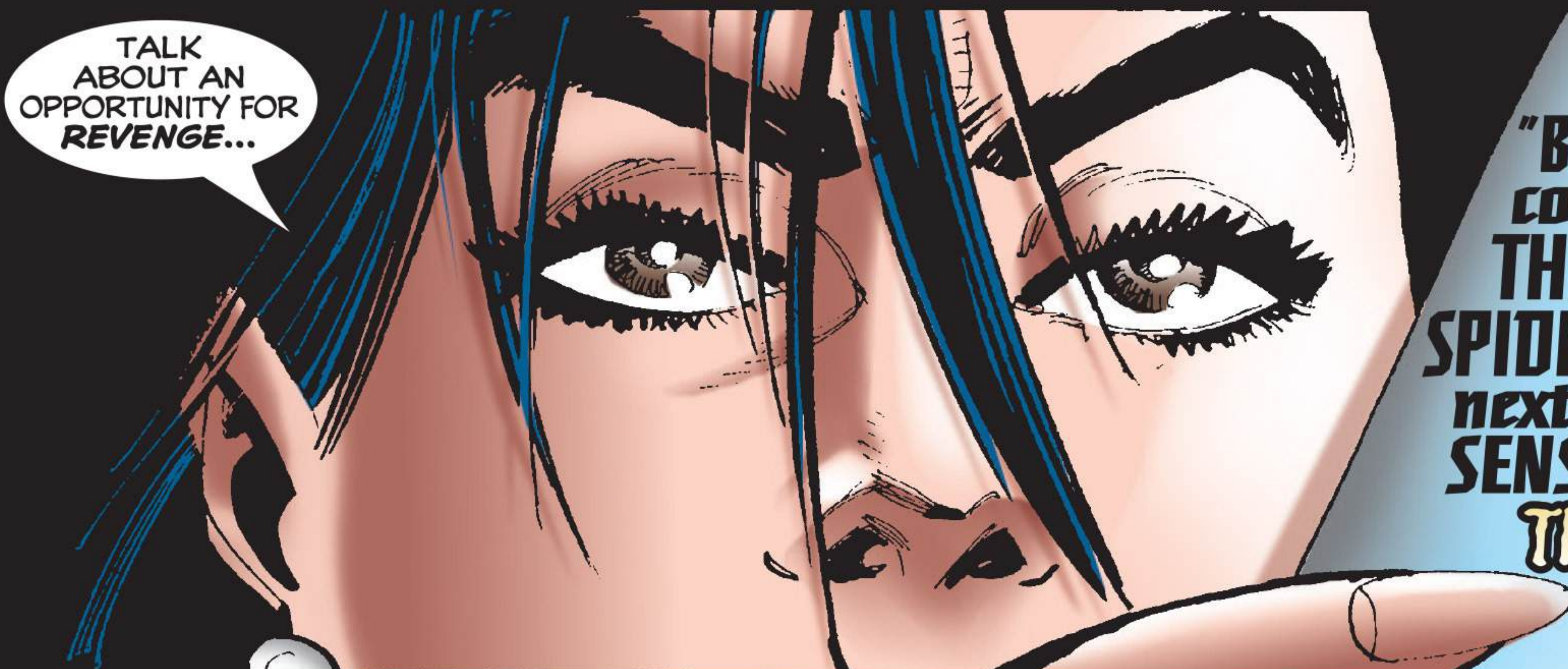
SO.

BEN REILLY IS REALLY THE PERSON I'VE HATED MORE THAN ANY OTHER IN THIS WORLD.



SPIDER-MAN.

THE MAN WHO KILLED MY FATHER.



TALK ABOUT AN OPPORTUNITY FOR REVENGE...

"Blood Brothers" continues in THE AMAZING SPIDER-MAN #411 next month in SENSATIONAL: THE MOLTEN MAN!

MARVEL
COMICS



SPIDER-MAN[®]

MAY '96 411

THE AMAZING

SPIDER-MAN[®]

APPROVED
BY THE
COMICS
CODE
AUTHORITY

BLOOD
BROTHERS
PART 2 OF 6

PETER
PARKER:
MARKED
FOR
DEATH!



NEW YORK'S FINEST DAILY NEWSPAPER

GOTCHA!

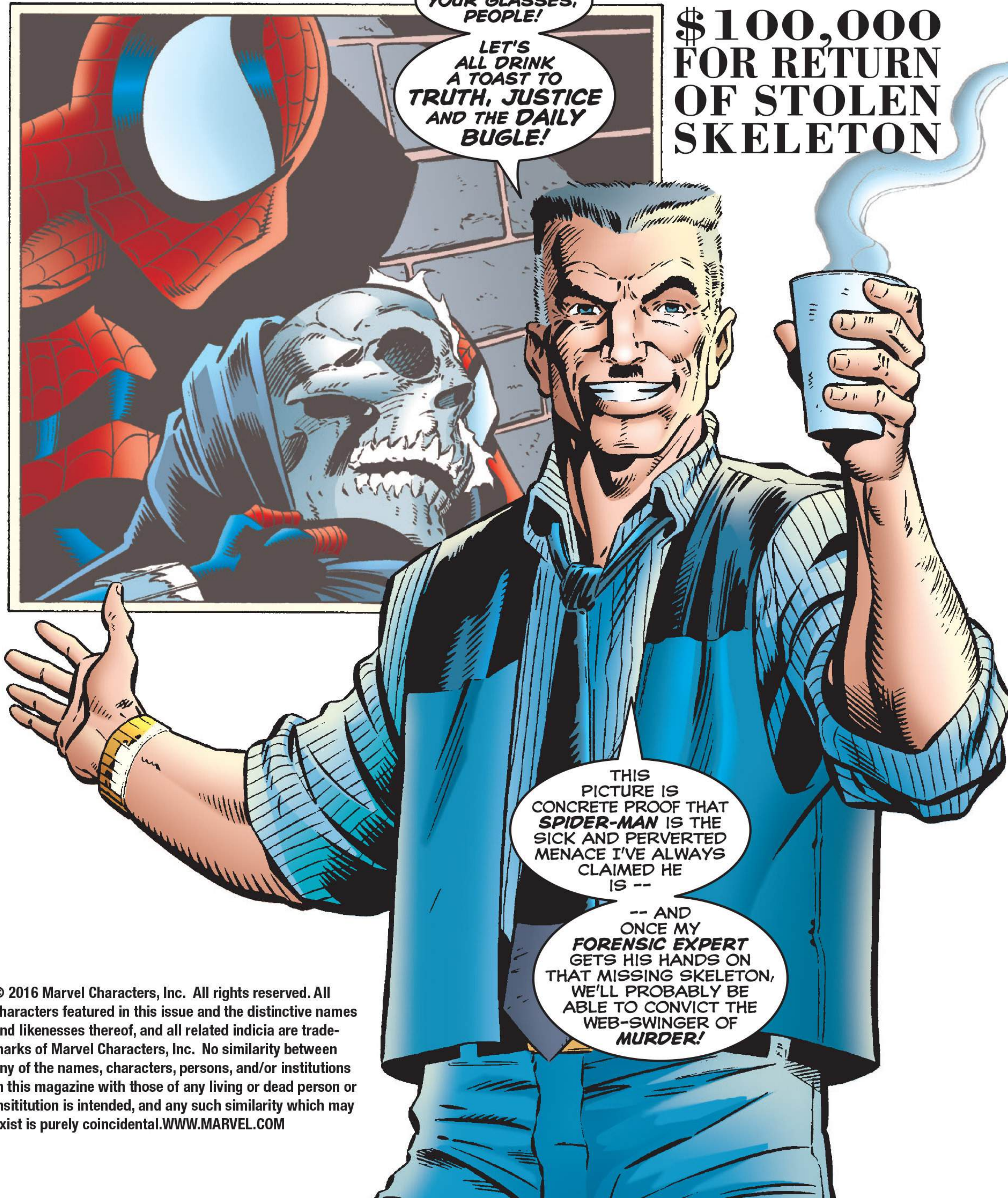
SPIDER-MAN ROBS CITY MORGUE

STORY BEGINS PAGE 3

RAISE
YOUR GLASSES,
PEOPLE!

LET'S
ALL DRINK
A TOAST TO
TRUTH, JUSTICE
AND THE DAILY
BUGLE!

**\$100,000
FOR RETURN
OF STOLEN
SKELETON**



THIS
PICTURE IS
CONCRETE PROOF THAT
SPIDER-MAN IS THE
SICK AND PERVERTED
MENACE I'VE ALWAYS
CLAIMED HE
IS --

-- AND
ONCE MY
FORENSIC EXPERT
GETS HIS HANDS ON
THAT MISSING SKELETON,
WE'LL PROBABLY BE
ABLE TO CONVICT THE
WEB-SWINGER OF
MURDER!



DRINK UP! I WANT EVERYONE TO CELEBRATE!

THAT MISERABLE WALL-CRAWLING WEASEL IS FINALLY FINISHED IN THIS TOWN.

SOME CELEBRATION -- PAPER CUPS AND BLACK COFFEE FROM THE OFFICE URN!

YOU'D THINK THE OLD SKINFLINT COULD HAVE AT LEAST SPRUNG FOR A QUART OF LOW-FAT MILK!

HATE TO SPOIL THE FESTIVITIES, JONAH! I JUST GOT OFF THE PHONE WITH THE **POLICE COMMISSIONER**...

...**FURIOUS** IS A MILD WAY OF DESCRIBING HIS REACTION TO THAT \$100,000 YOU POSTED FOR THE RETURN OF THE SKELETON WHICH SPIDER-MAN STOLE!

WHAT'S HIS PROBLEM, JOE?

HE'S AFRAID YOU'LL ATTRACT EVERY **CRACKPOT** AND WOULD-BE **MERCENARY** IN THE AREA --

-- AND, FRANKLY, I **AGREE!**

THIS STUNT WILL ONLY HAMPER THE ONGOING INVESTIGATION OF THE POLICE!

THAT ISN'T MY INTENTION! I'M HOPING THE **COPS** ARE THE ONES WHO FIND THE SKELETON!

AFTER ALL, THEY CAN'T **COLLECT** THE REWARD!

ALL THIS PUBLICITY IS BOUND TO **BOLSTER** THE BUGLE'S CIRCULATION!

ESPECIALLY WHEN MY FORENSICS EXPERT RECONSTRUCTS THAT SKELETON TO DETERMINE EXACTLY **WHAT** HE LOOKED LIKE WHEN HE WAS ALIVE!

BACK TO WORK, EVERYONE! THIS ISN'T A NATIONAL HOLIDAY! YOU CAN FINISH YOUR COFFEE AT YOUR DESKS!

STAN LEE PRESENTS A TALE FEATURING
THE AMAZING SPIDER-MAN

BLOOD BROTHERS PART 2 OF 6

TARGETS!

WHEW! Almost missed that web-line!

DAY-DREAMING some thirty-odd stories above the ground could prove very HAZARDOUS to a web-slinger's health!

But I just can't get JESSICA out of my mind!

It was traumatic enough to learn that she's the daughter of the BURGLAR who murdered my Uncle Ben way back at the beginning of my career --

-- but she recently managed to snap a PICTURE of me while I was changing into my CIVILIAN IDENTITY!

She could tell the entire world that I'm BEN REILLY!

WRITTEN BY
TOM DEFALCO

PENCILED BY
MARK BAGLEY

INKED BY
LARRY MAHLSTEDT
AND AL MILGROM

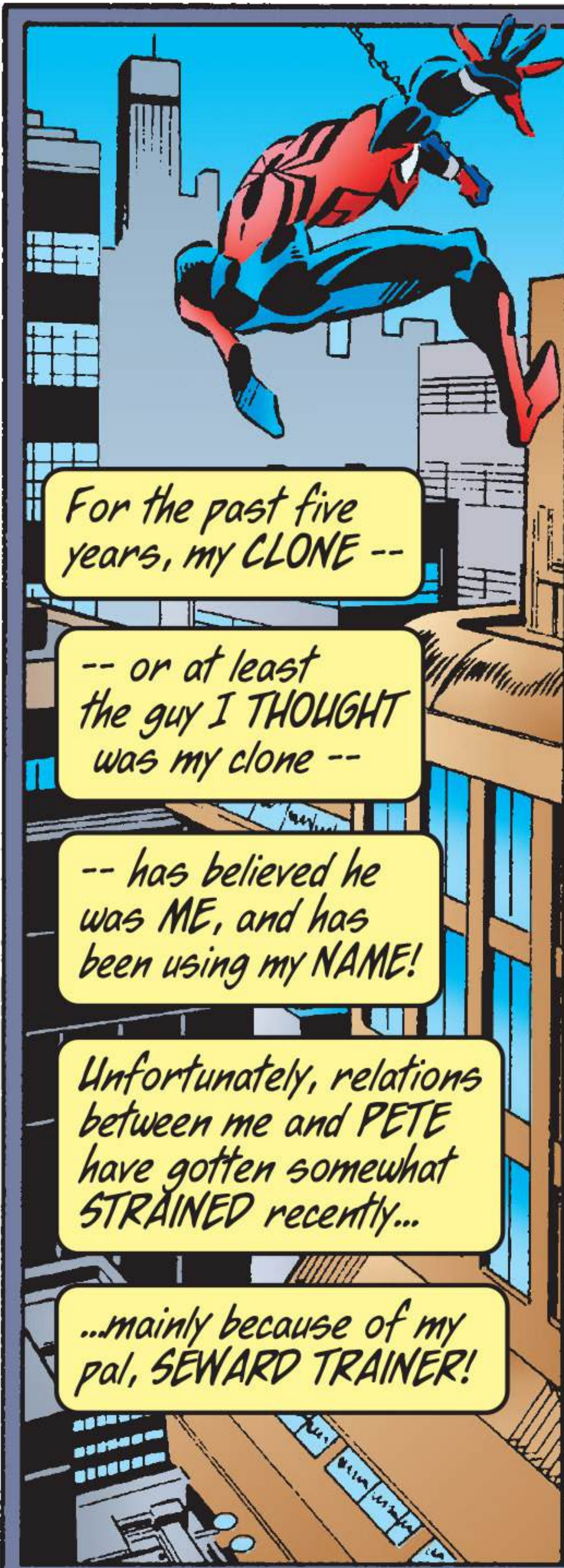
COLORS BY
BOB SHAREN

SEPARATED BY
MALIBU'S HUES

LETTERED BY
RICHARD STARKINGS
(AND) COMICRAFT

EDITED BY
RALPH MACCHIO

CHIEFED BY
BOB HARRAS



For the past five years, my CLONE --

-- or at least the guy I THOUGHT was my clone --

-- has believed he was ME, and has been using my NAME!

Unfortunately, relations between me and PETE have gotten somewhat STRAINED recently...

...mainly because of my pal, SEWARD TRAINER!

My life already has enough COMPLICATIONS!

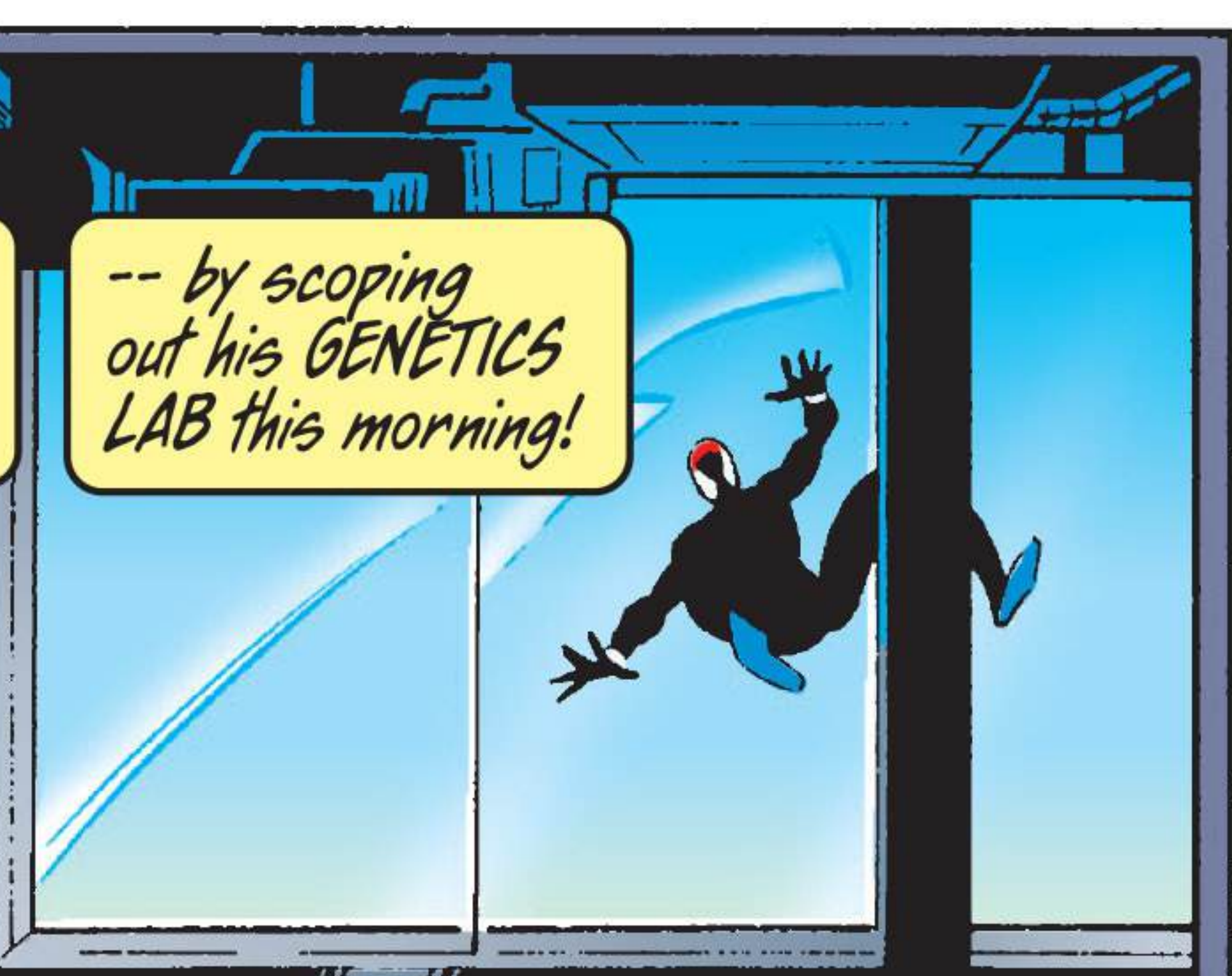
The truth is, even though I call myself REILLY, my real name is PETER PARKER!



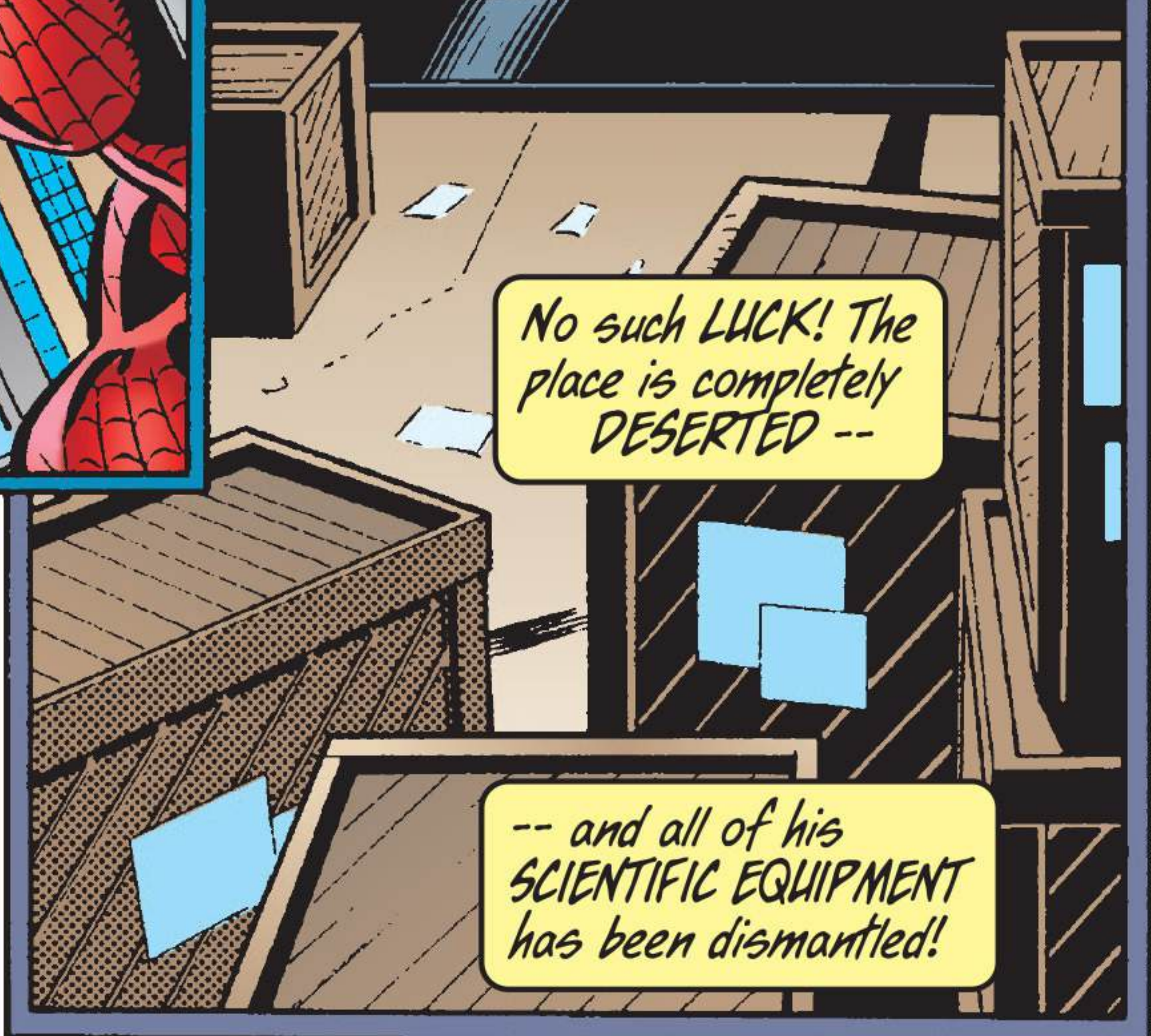
To make matters worse, Seward has apparently VANISHED!



I was hoping to get a line on his disappearance --

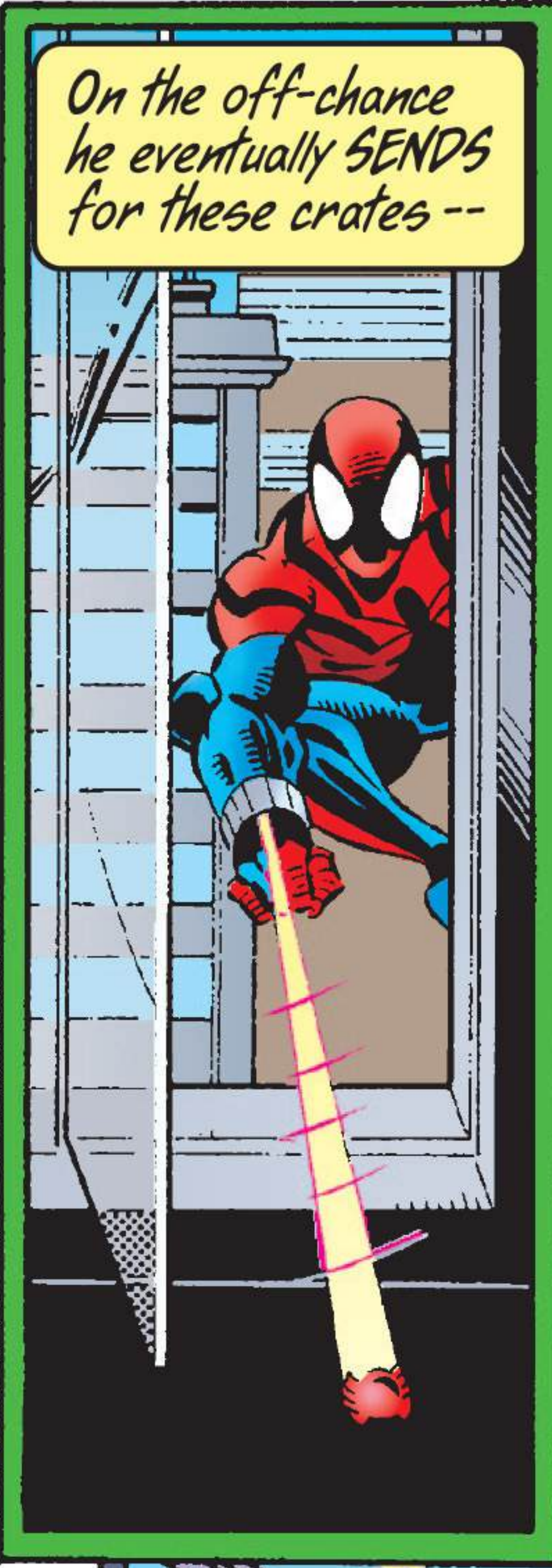


-- by scoping out his GENETICS LAB this morning!



No such LUCK! The place is completely DESERTED --

-- and all of his SCIENTIFIC EQUIPMENT has been dismantled!



On the off-chance he eventually SENDS for these crates --



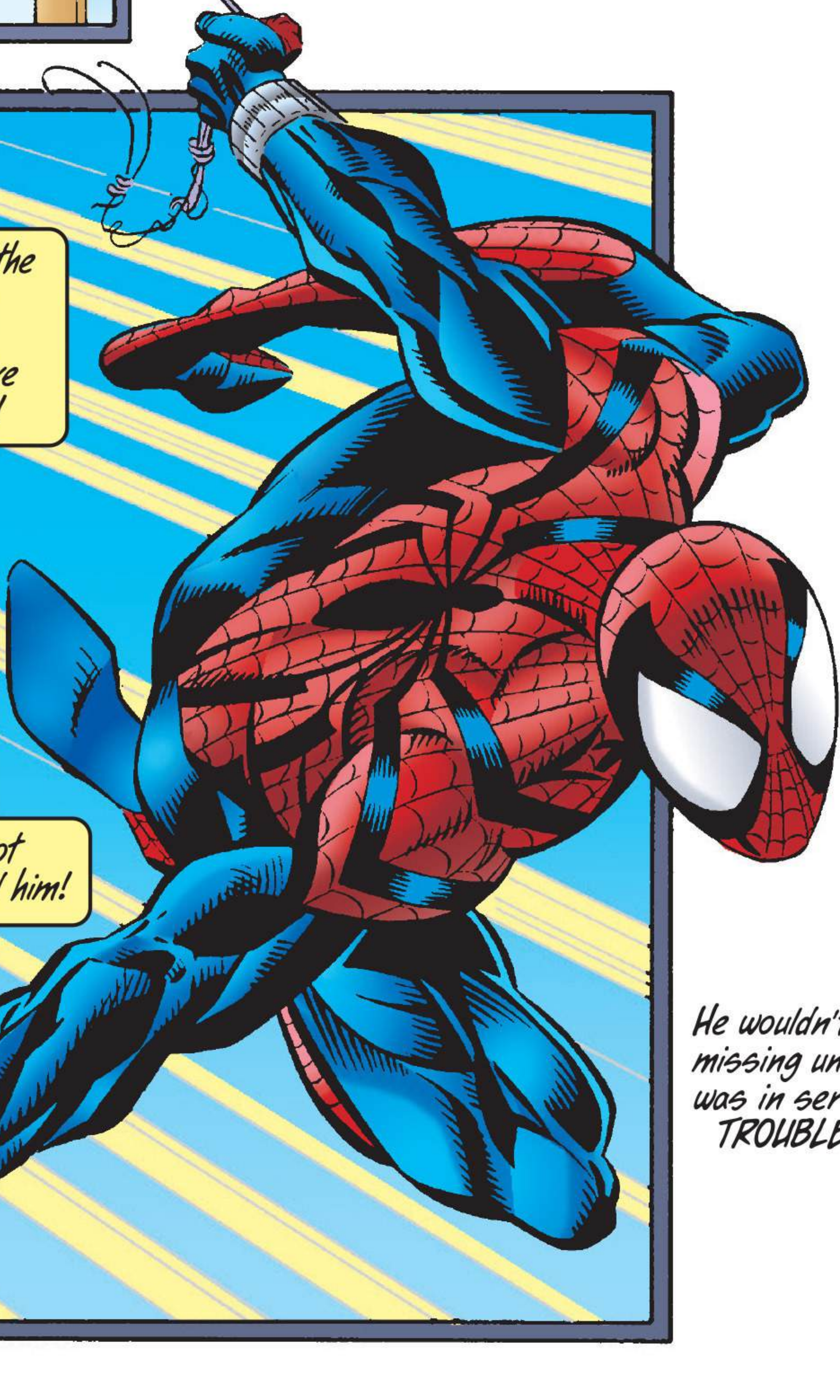
-- I waste a SPIDER-TRACER!

Seward was the only one who stood by me during my five LOST YEARS!

He helped me SURVIVE my darkest time!

It's now my responsibility to return the favor!

I've got to find him!



He wouldn't be missing unless he was in serious TROUBLE!

I kill a very
frustrating
HOUR or so --

-- confirming
the FACT --

-- that I HAVEN'T got
the slightest idea --

-- WHERE Seward
could be hiding!

And then, realizing
that I've got to get
ready for work --

-- I head for my
friendly neighborhood
APARTMENT!

After being on the bum
for five years, it is
SOOOO very cool to have
a PLACE I can finally
call my own!

A place where
I can RELAX,
spread out my
THINGS, and...

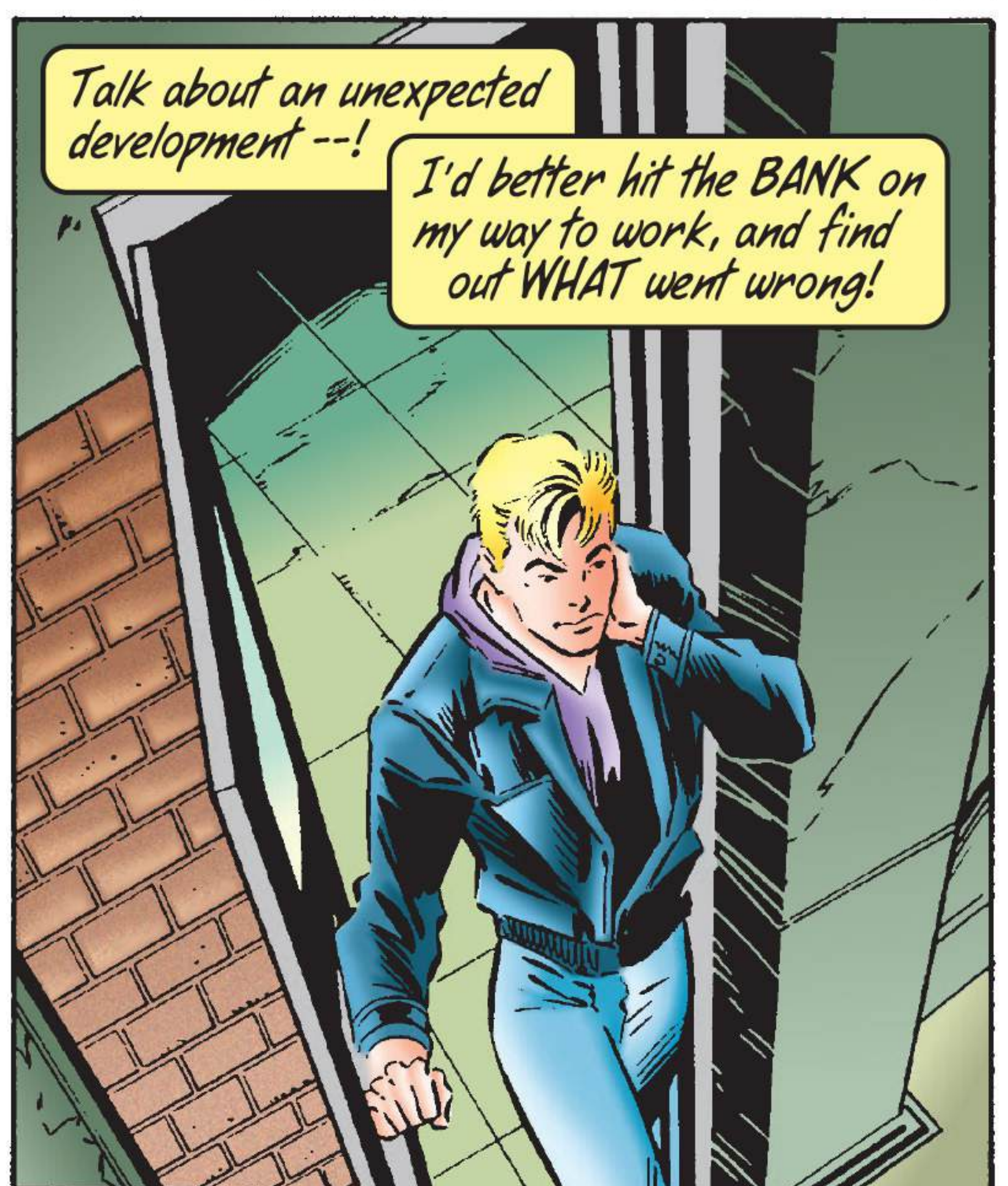
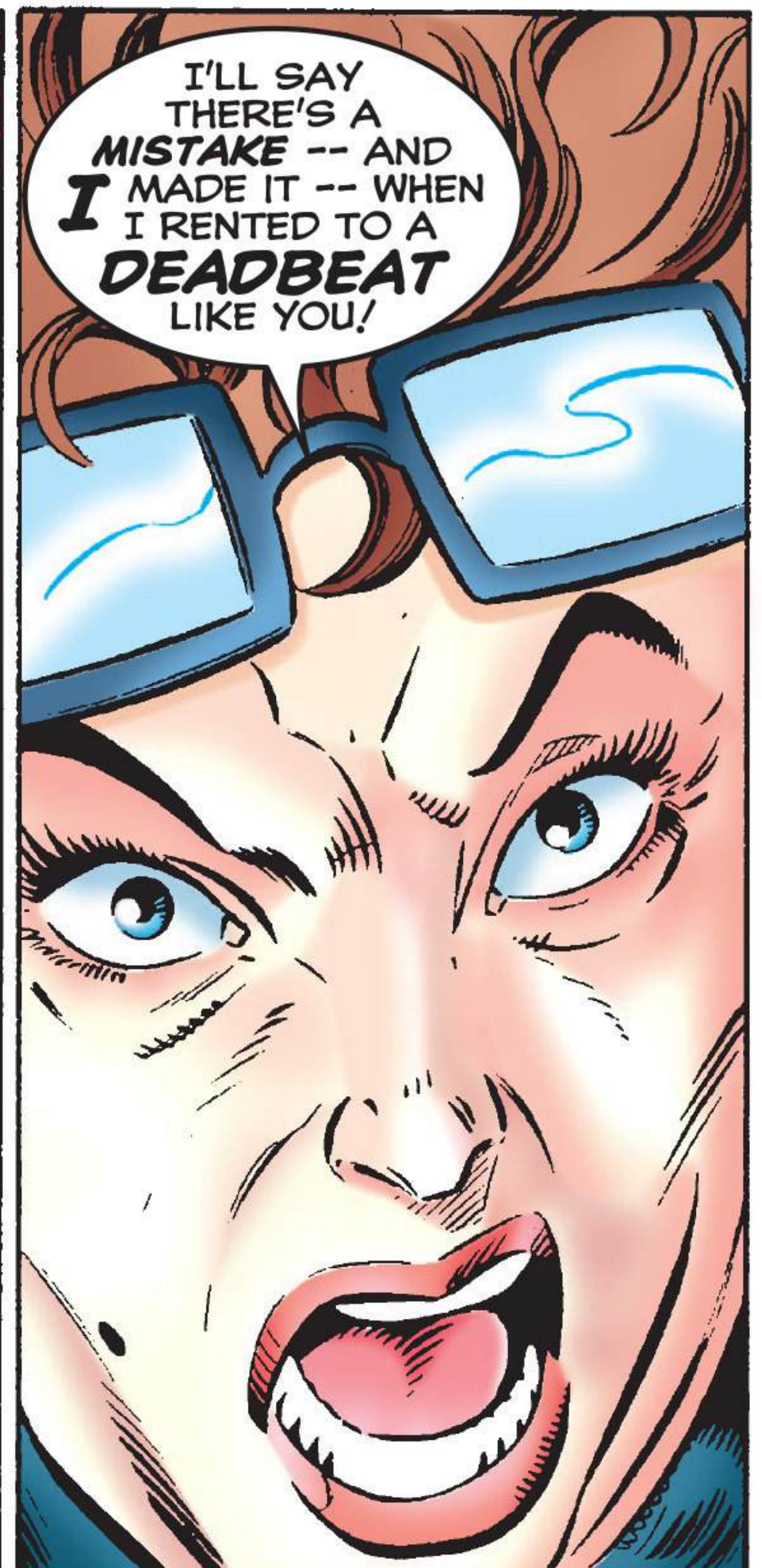
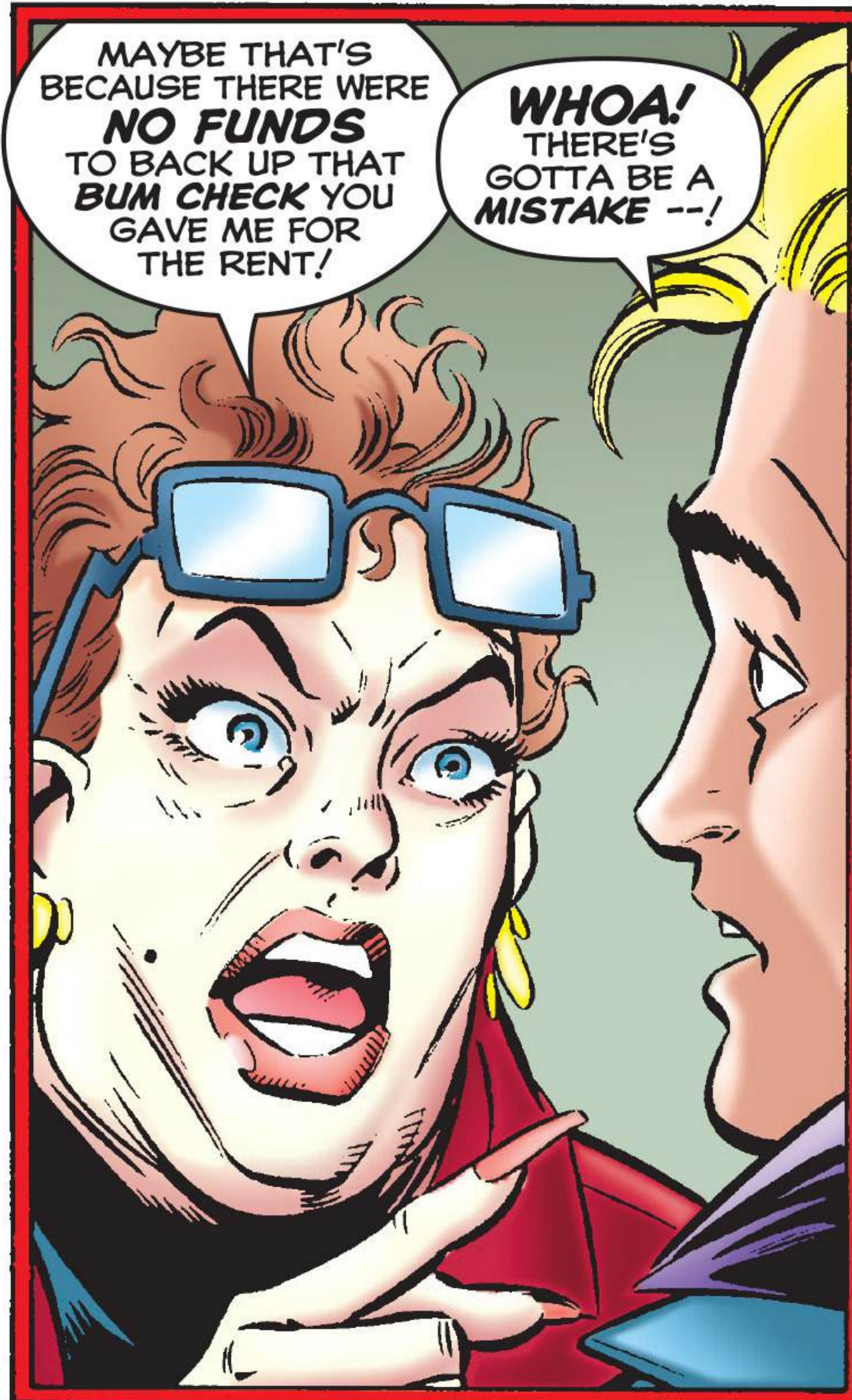
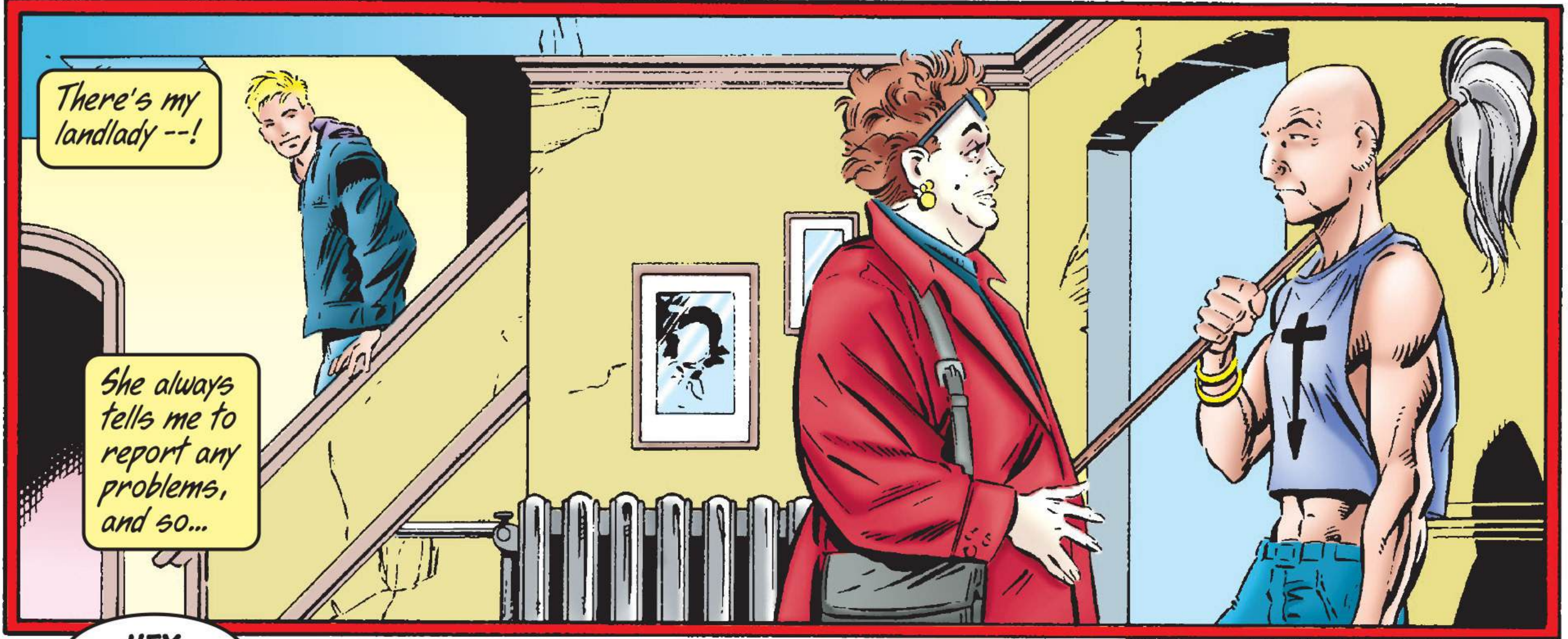
THAT TELEVISION --!
It was a gift from
JESSICA!

Jessica --!

NO! I won't think
about her now!

I'm due at the DAILY GRIND,
and I just can't allow her to
dominate my thoughts!

I'll just switch into
my civvies, and -- ODD!
This place is really
COLD this morning!





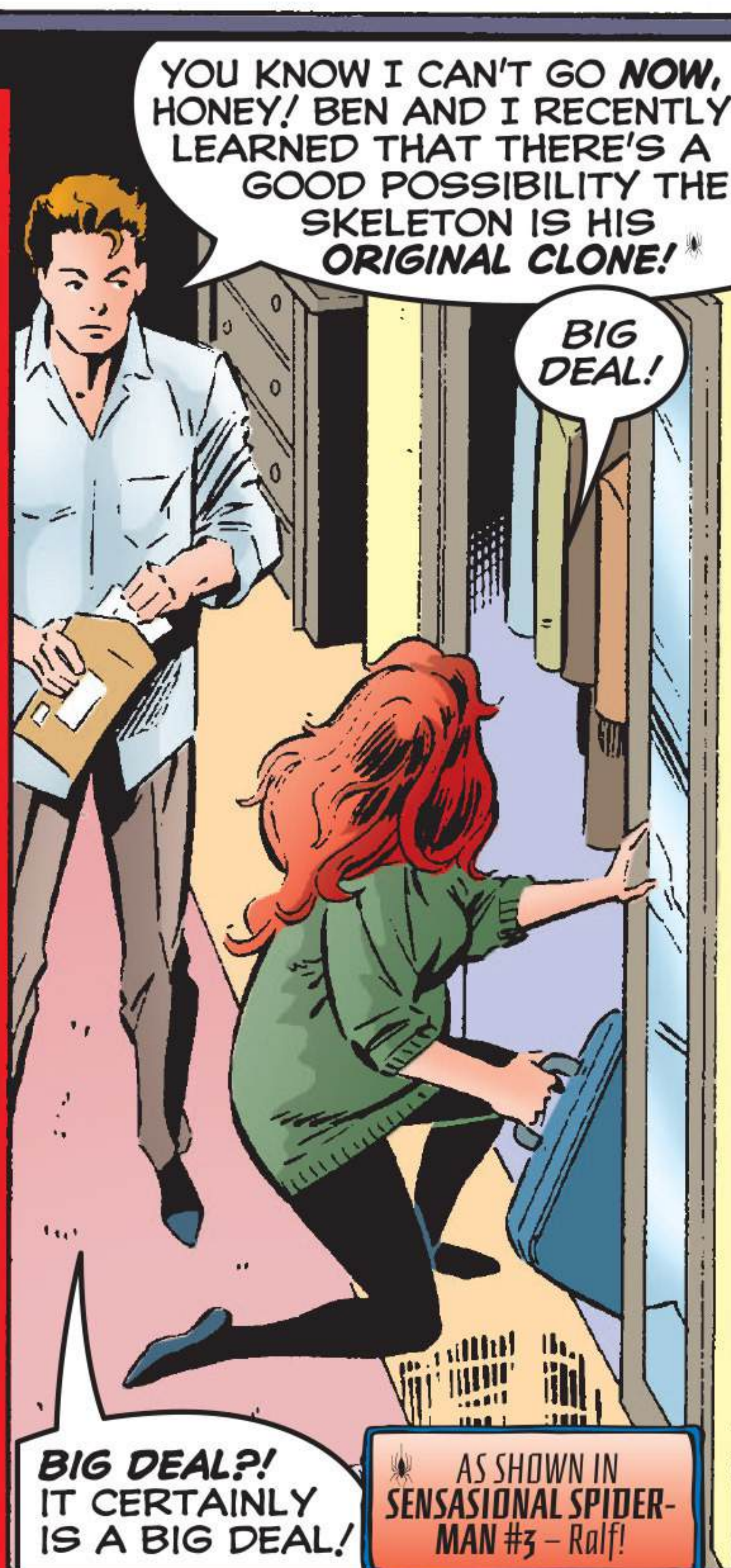
TRUST ME, MARY JANE... THERE'S NO MISTAKE!

J. JONAH JAMESON WAS SO **PLEASED** WITH THAT PICTURE I SNAPPED OF BEN AND THE SKELETON, HE'S WILLING TO COVER OUR HOTEL EXPENSES UNTIL THE **END** OF THE WEEK --

-- AND HE'S ALREADY BOUGHT OUR RETURN FLIGHTS -- **COACH**, OF COURSE, BACK TO **PORTLAND**!

LET'S TRY TO TRADE THOSE TICKETS FOR AN **EARLIER** FLIGHT, PETER!

MAYBE WE CAN EVEN LEAVE **TONIGHT**!



YOU KNOW I CAN'T GO **NOW**, HONEY! BEN AND I RECENTLY LEARNED THAT THERE'S A GOOD POSSIBILITY THE SKELETON IS HIS **ORIGINAL CLONE**!

BIG DEAL!

BIG DEAL?! IT CERTAINLY IS A BIG DEAL!

AS SHOWN IN SENSATIONAL SPIDER-MAN #3 - Ralf!



DON'T YOU UNDERSTAND? ACCORDING TO THE TESTS WHICH BEN AND I RAN IN TRAINER'S LAB A FEW MONTHS AGO, **I'M** SUPPOSED TO BE THE CLONE!

THAT'S WHY I'VE GOT TO FIND SEWARD! HE MAY HOLD THE KEY TO THIS MYSTERY!



FORGET IT, PETER! IT ISN'T IMPORTANT!



I CAN'T, MARY JANE! **I CAN'T!** IF THAT SKELETON'S THE REAL CLONE... **WHO AM I?!**

THE MAN I LOVE!

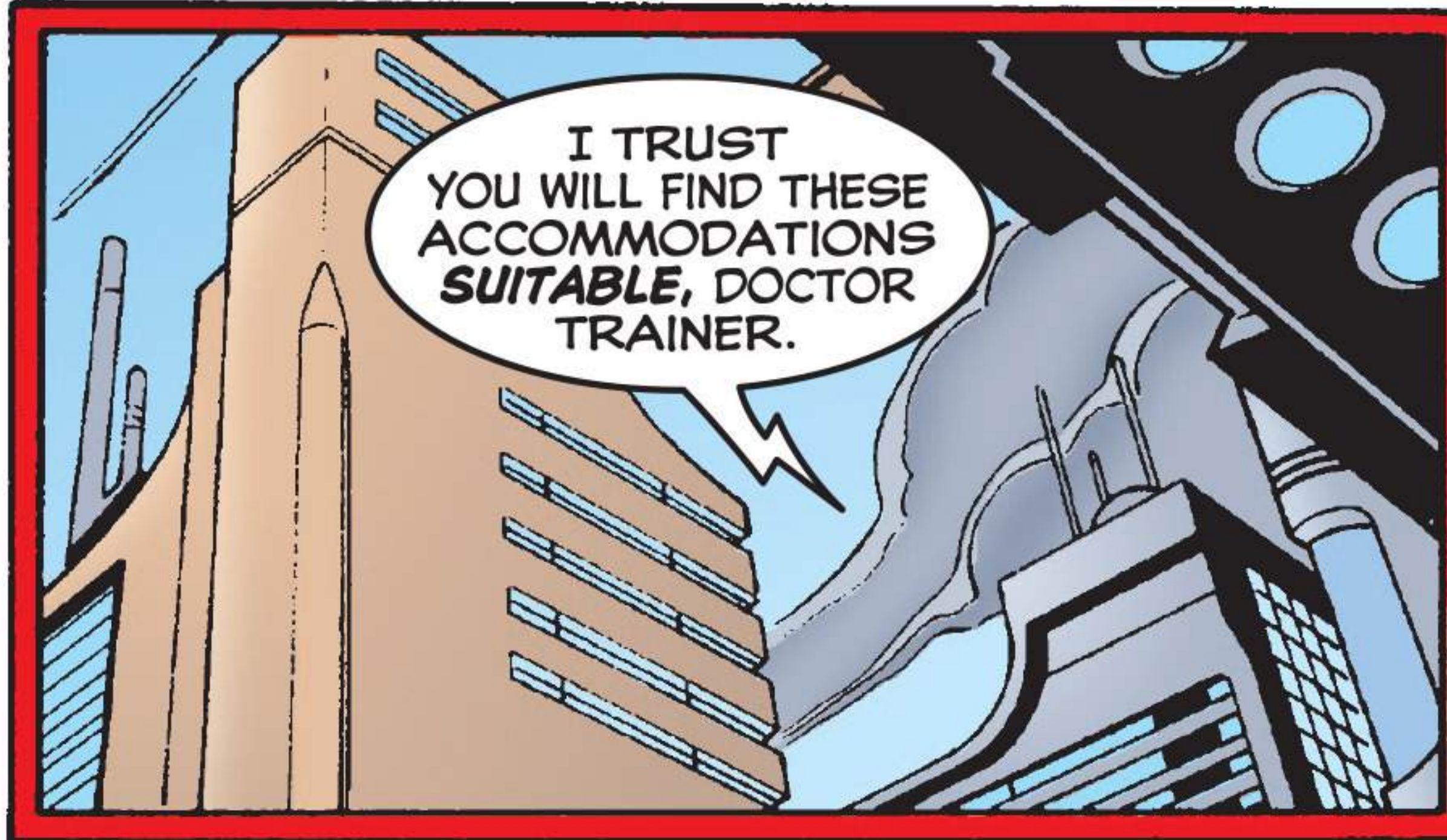


YOU HAVE TO FACE **FACTS**, PETER. YOU LOST YOUR POWERS.

YOU CAN'T PLAY **SUPER HERO** ANYMORE!

BEN IS **SPIDER-MAN**. HE'S THE ONE WITH THE **COSTUME**... THE ONE WHO NOW SHOULDERES THAT GREAT **RESPONSIBILITY**.

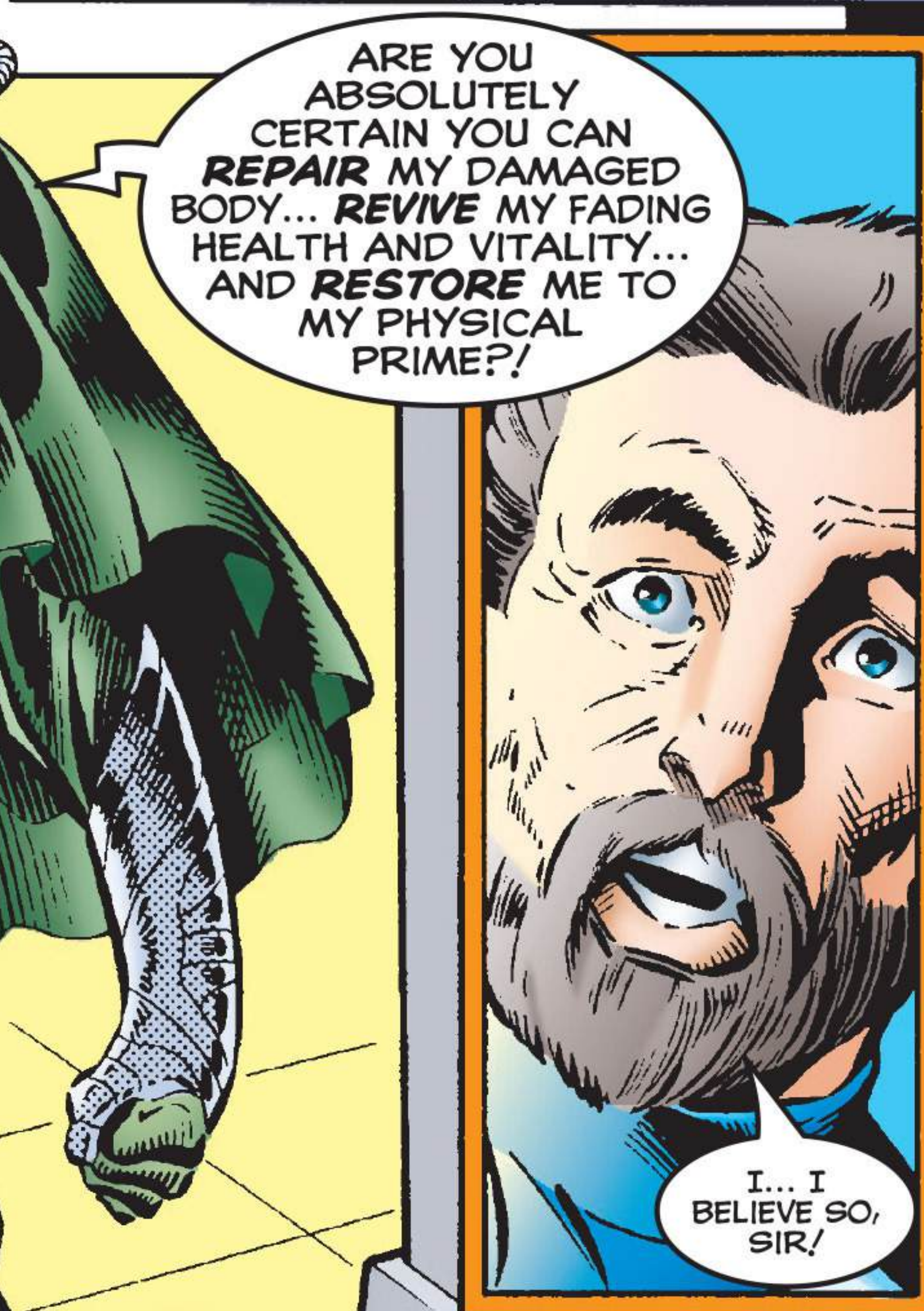
YOU ONLY HAVE A DUTY TO **ME**... AND YOUR UNBORN **CHILD**!



ALL OF THE RESOURCES OF THE **MULTIVEX CORPORATION** ARE AT YOUR DISPOSAL!



WHILE THIS **ENVIRONMENTAL SUIT** CERTAINLY HAS ITS ADVANTAGES, I CANNOT EXPRESS HOW EAGER I AM TO BEGIN THE **REGENERATION PROCESS!**



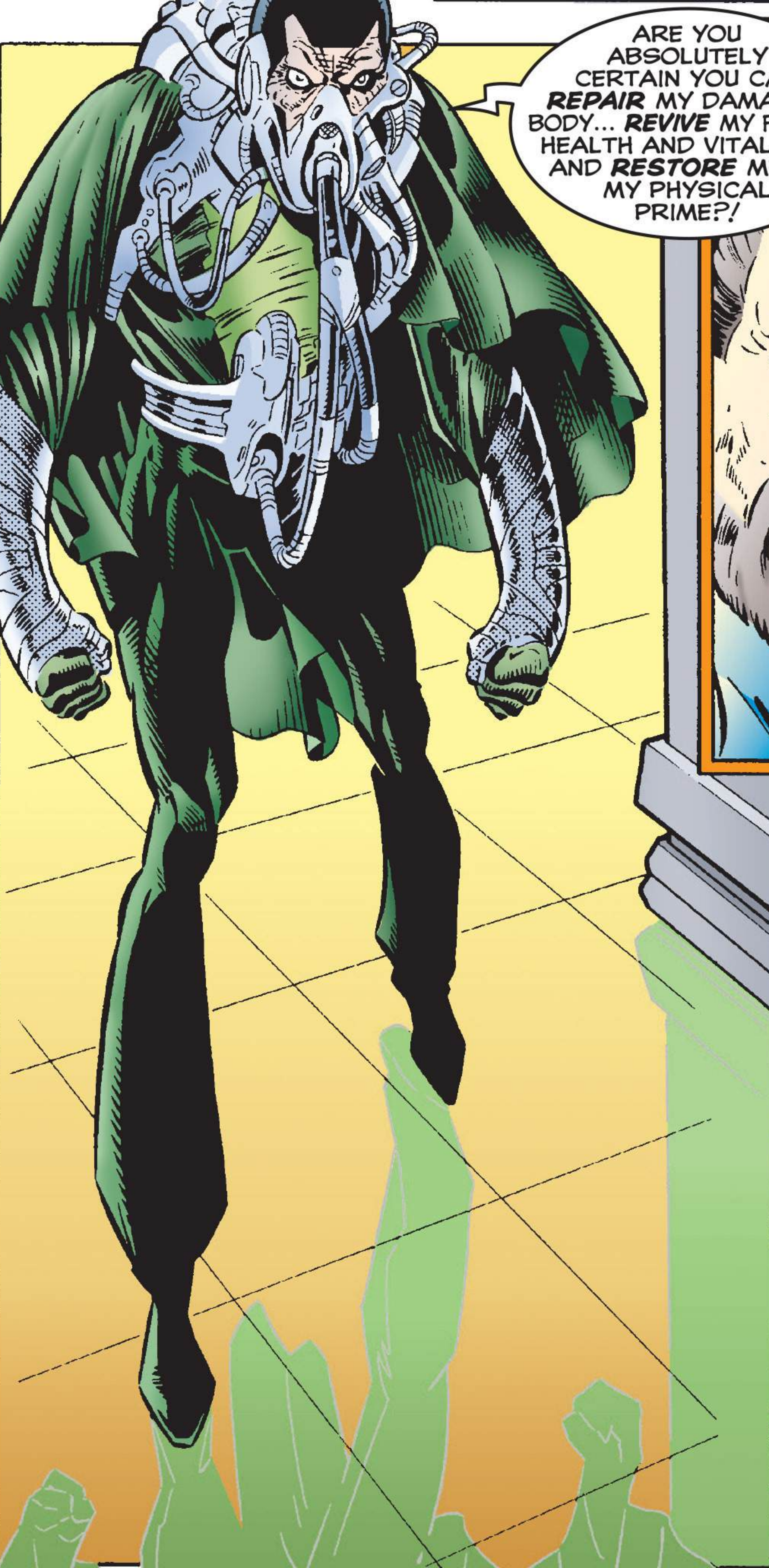
ARE YOU ABSOLUTELY CERTAIN YOU CAN **REPAIR** MY DAMAGED BODY... **REVIVE** MY FADING HEALTH AND VITALITY... AND **RESTORE** ME TO MY PHYSICAL PRIME?!



I... I BELIEVE SO, SIR!



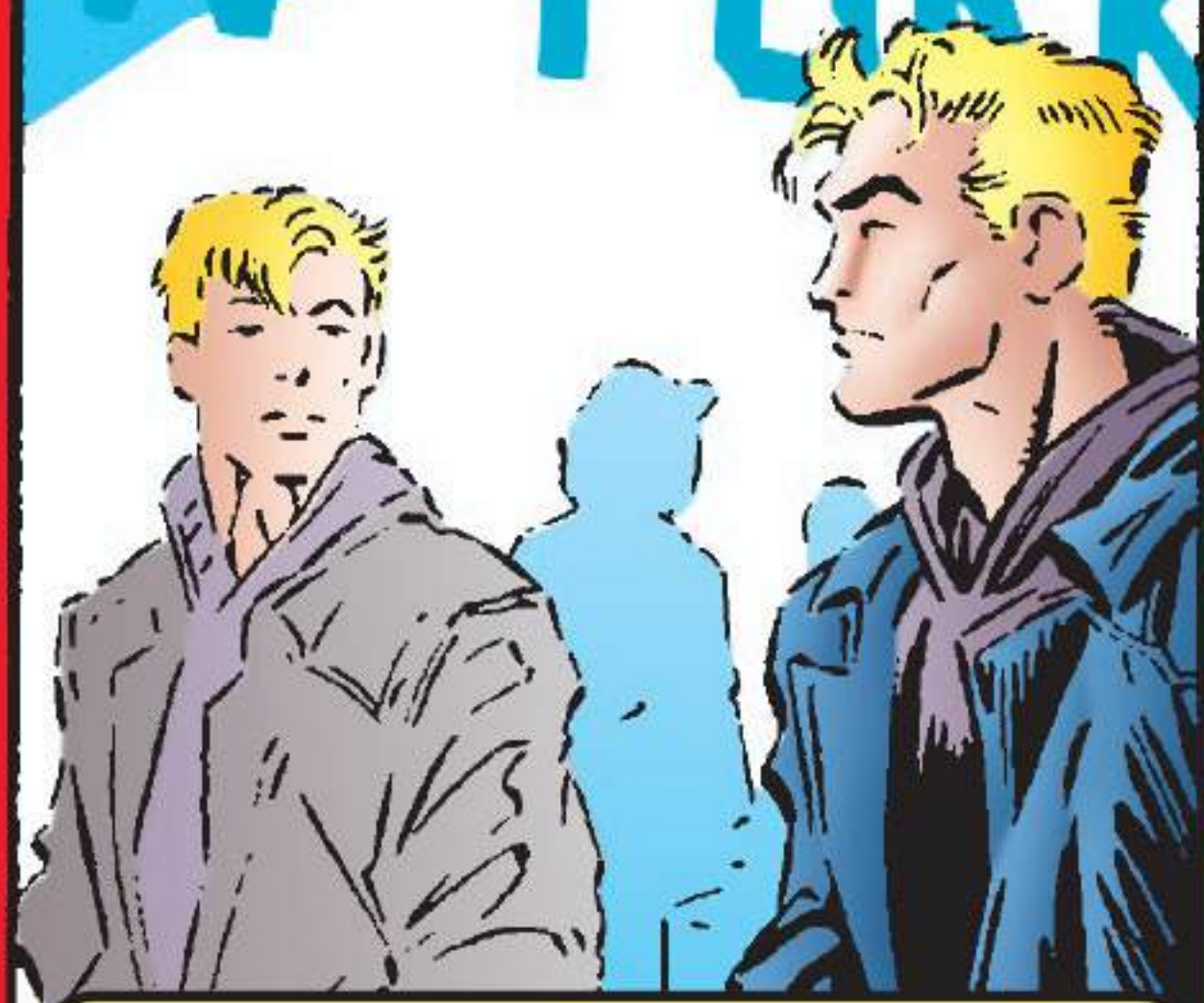
YOU HAD BETTER DO **MORE** THAN MERELY BELIEVE, MY FRIEND...



...YOU HAD BETTER **DELIVER!**

FAILURE WILL NOT BE **TOLERATED!**

I just can't tolerate another **DILEMMA** in my life!



My account has more than **ENOUGH** to cover Tilde's check, and I expect the **BANK** to stand up for me!

Ah... HERE'S THE PROBLEM, Mr. REILLY!

THE **IRS** HAS FLAGGED YOUR ACCOUNT BECAUSE OF AN **ANOMALY** WITH YOUR SOCIAL SECURITY NUMBER!



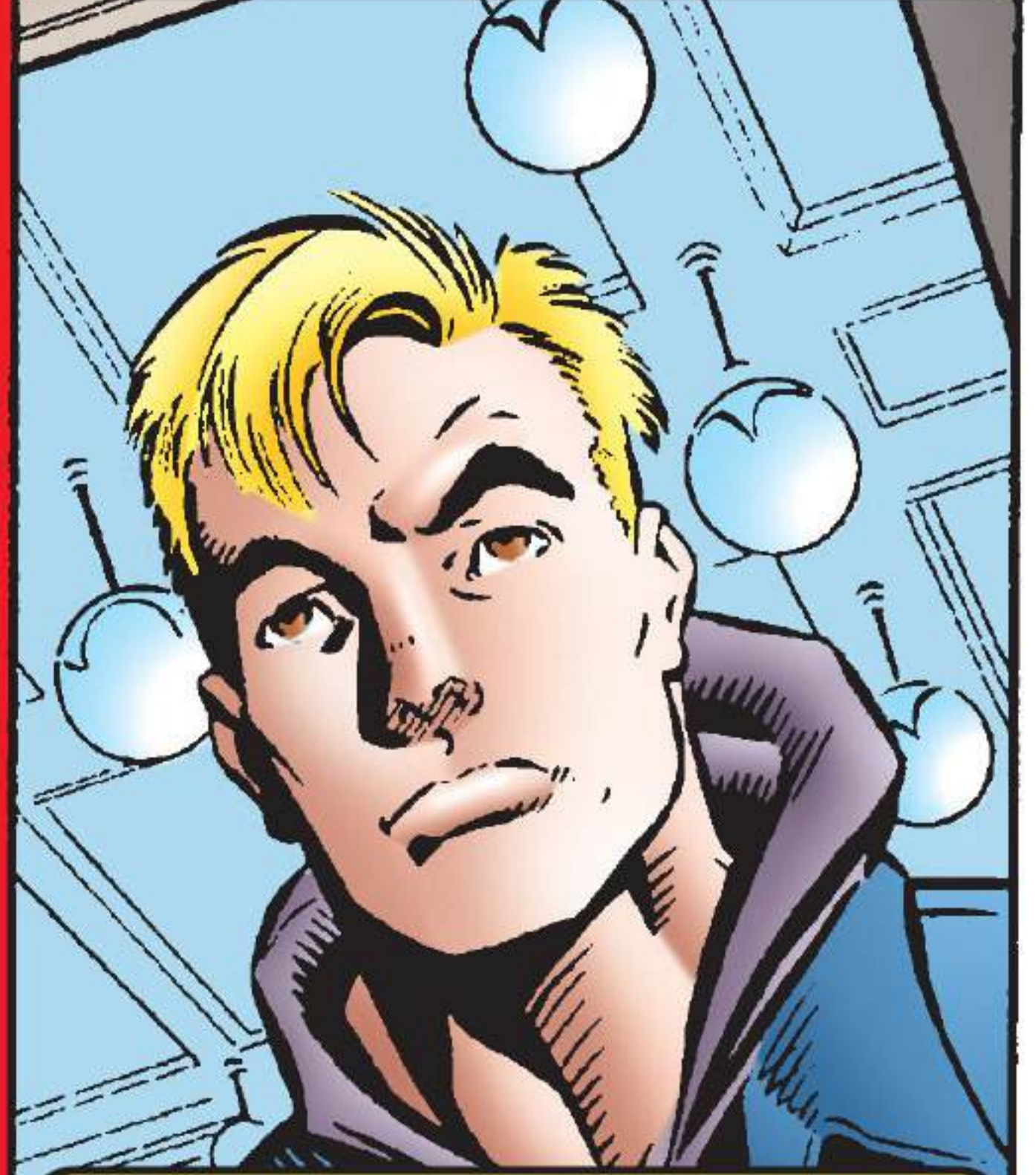
SO, HOW DO I GET MY MONEY?



YOU DON'T, YOUNG MAN! NOT UNTIL THE **IRS** IS SATISFIED!

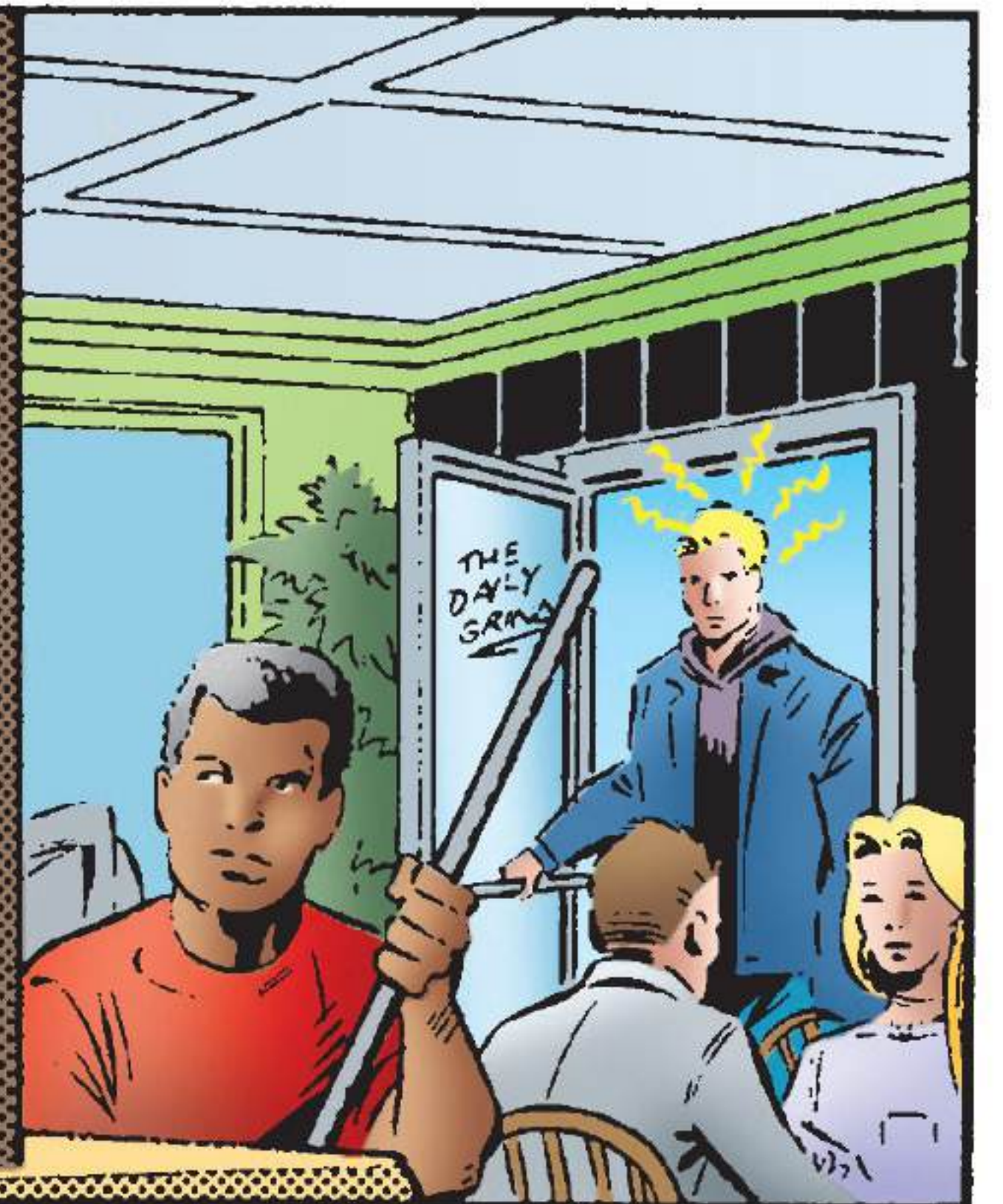
This is just **GREAT**! Seward established that number, and he's the only one who can fix it!

But I have a more pressing **HASSLE** now --!

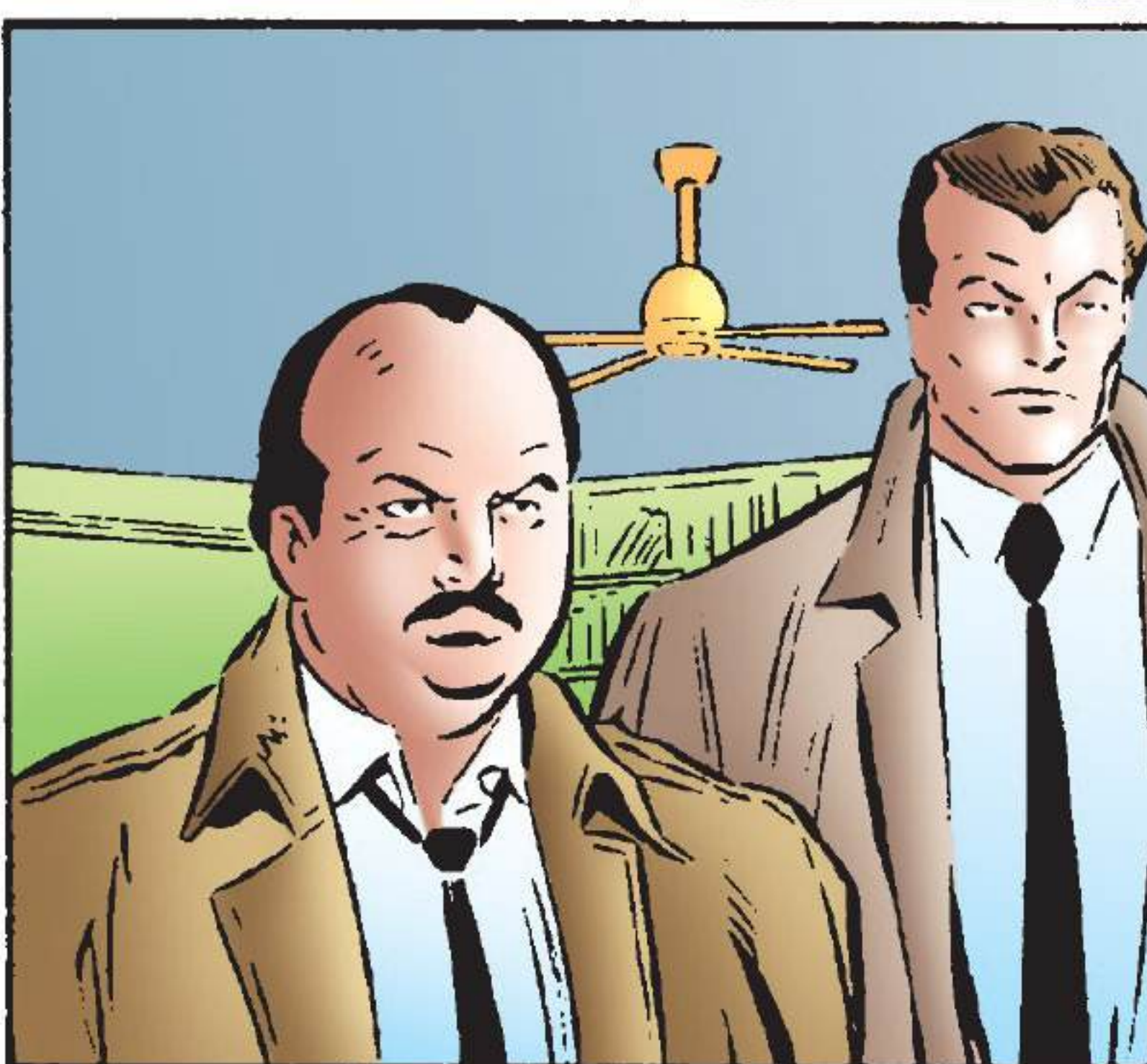


With my assets frozen, my only hope of paying **RENT** --

-- is to ask my boss for an **ADVANCE** on my salary!



AFTERNOON, SHIRLEY! I'LL BE BACK AS SOON AS I HANG MY JACKET.



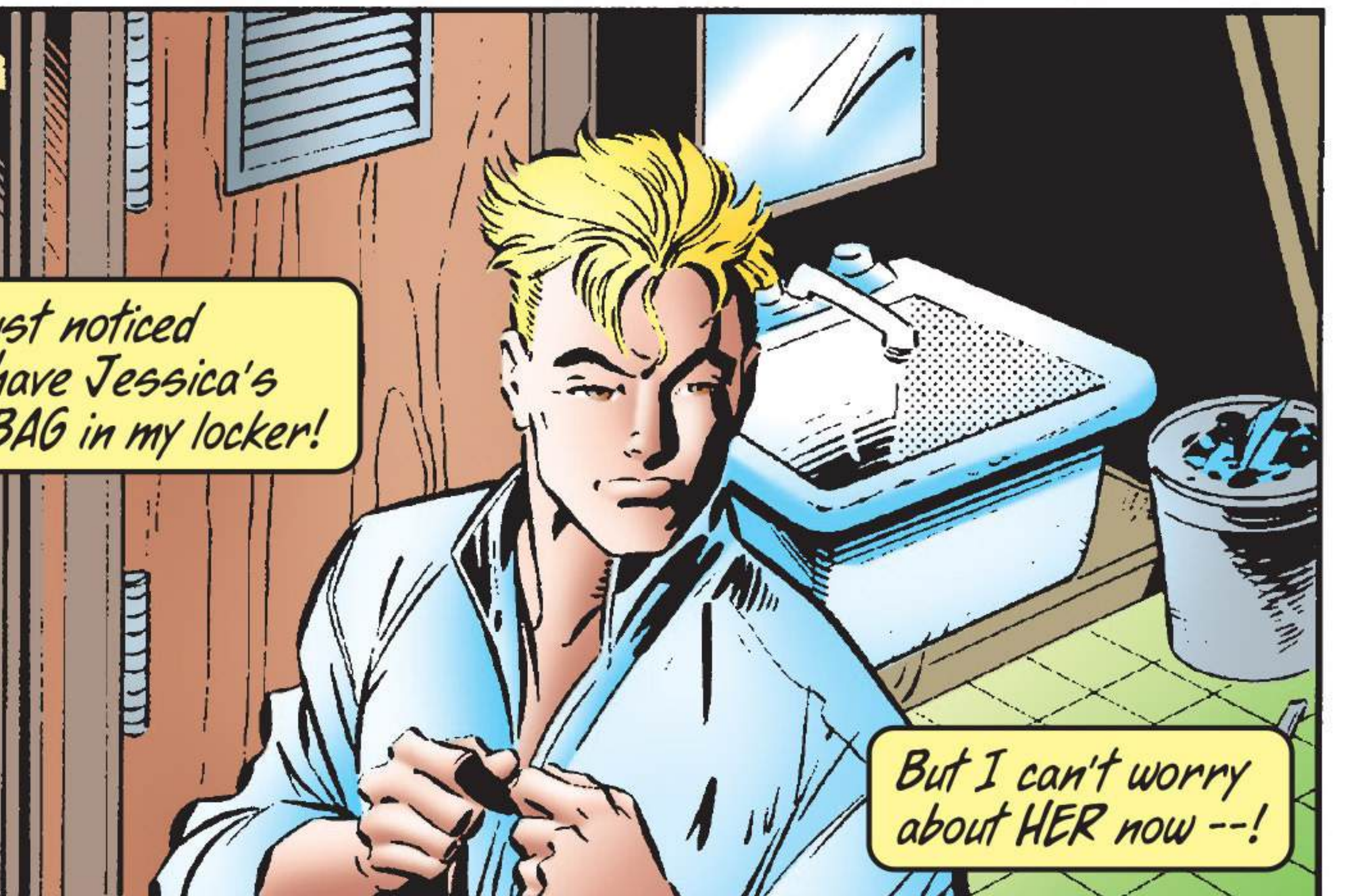
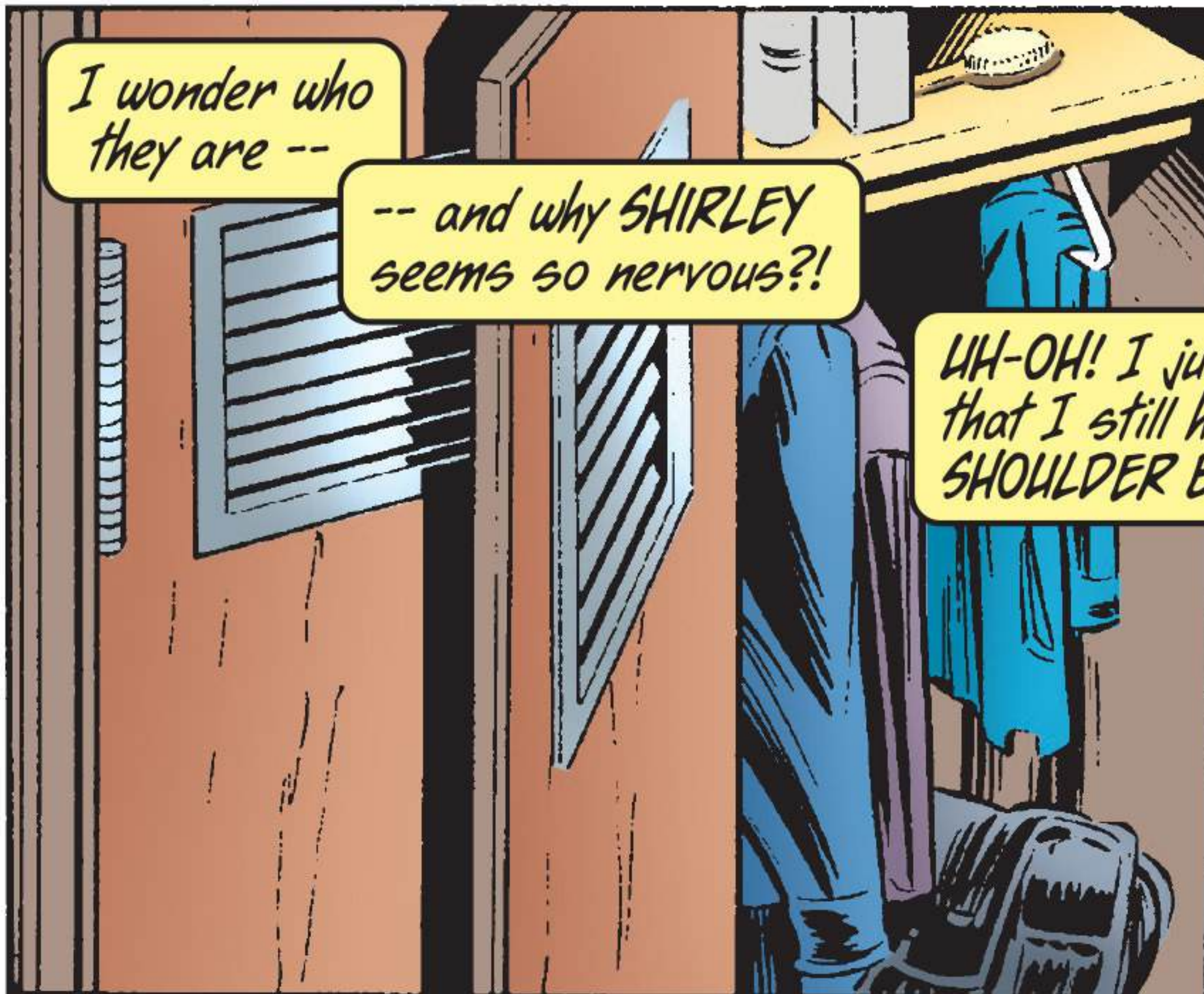
T-THAT'LL BE FINE, BEN.

Is it my imagination... or are those two guys giving me the **HAIRY EYEBALL**?!

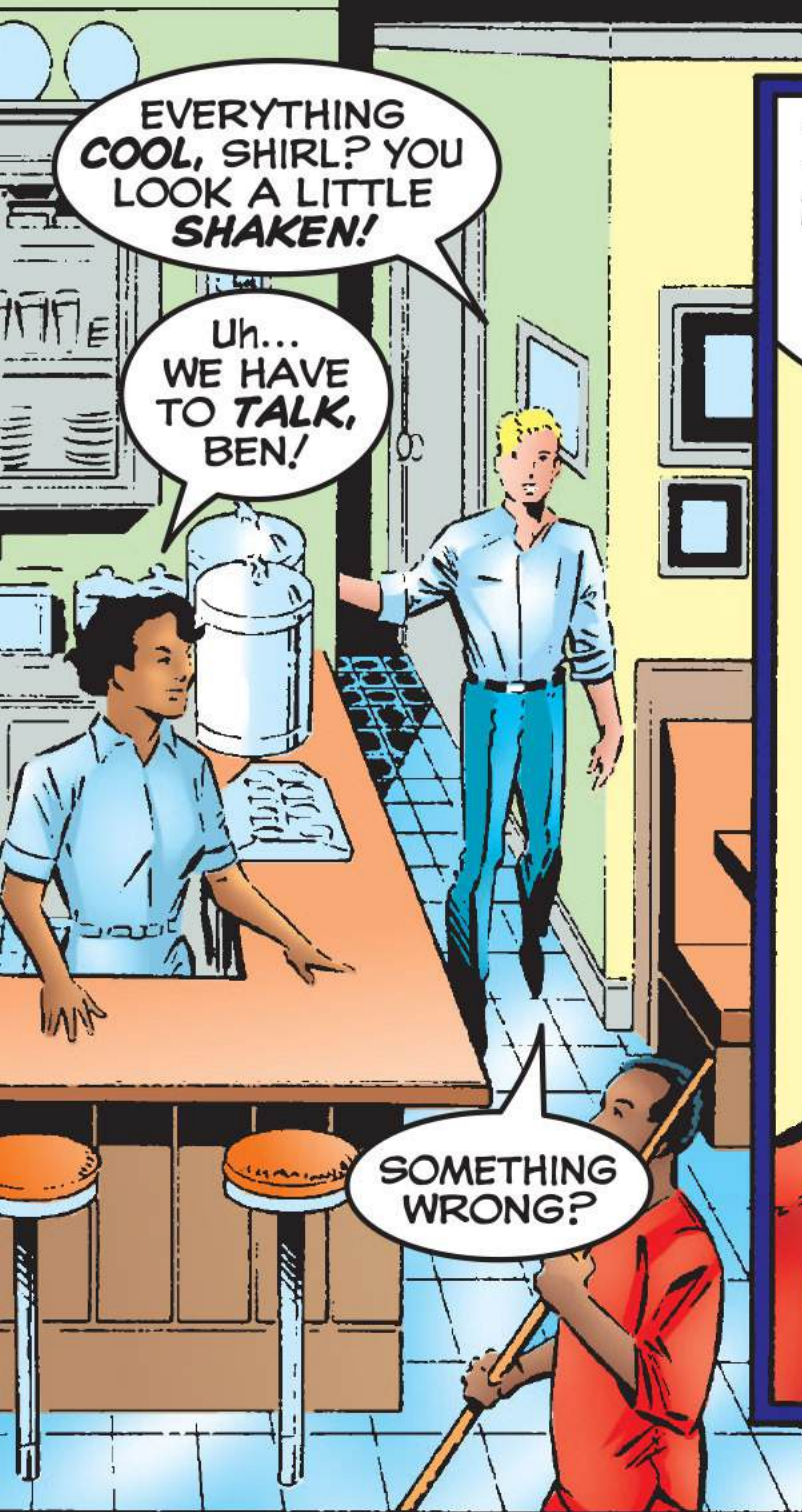
I wonder who they are --

-- and why **SHIRLEY** seems so nervous?!

UH-OH! I just noticed that I still have Jessica's **SHOULDER BAG** in my locker!



But I can't worry about **HER** now --!



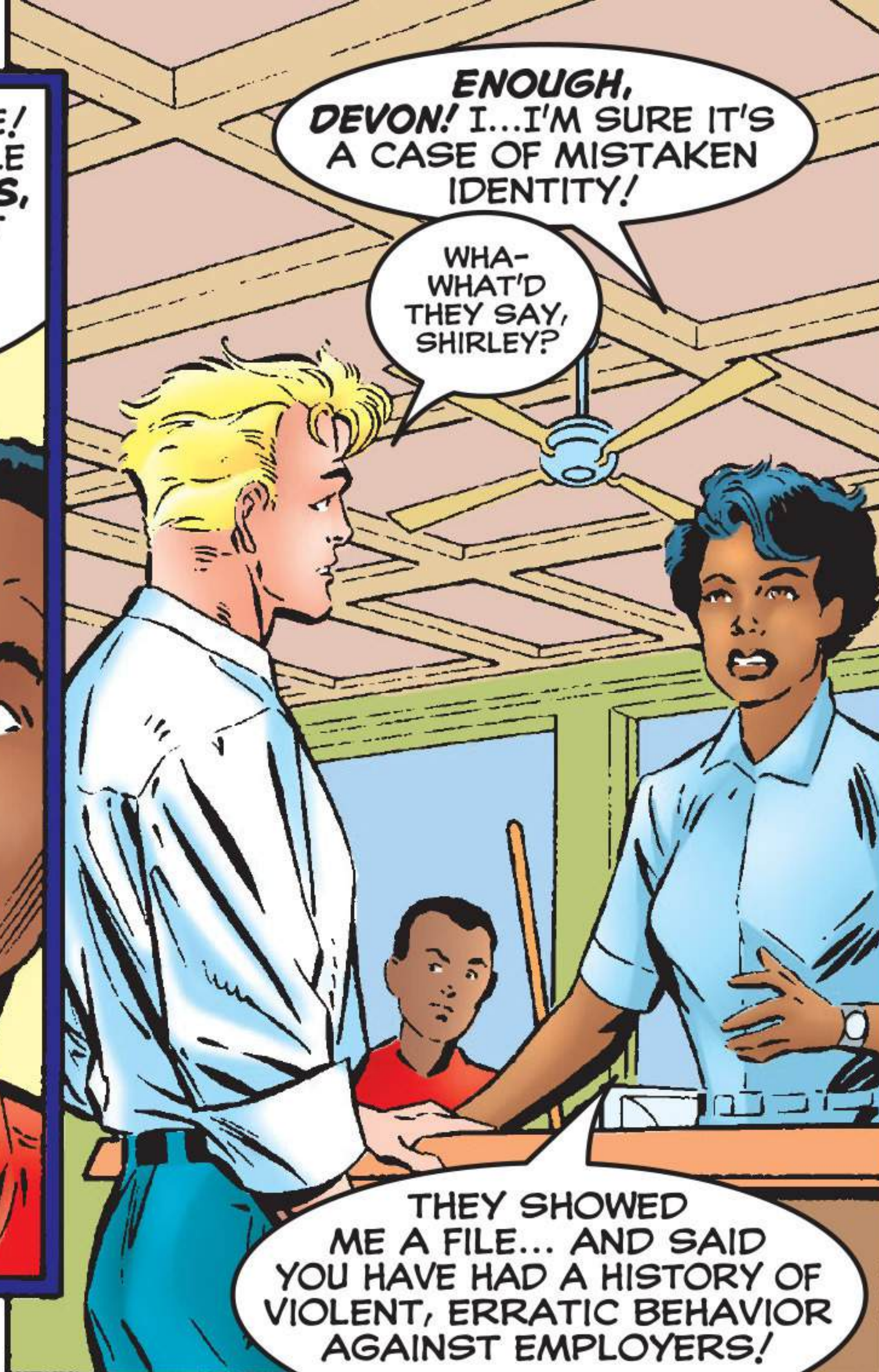
EVERYTHING COOL, SHIRLEY? YOU LOOK A LITTLE SHAKEN!

Uh... WE HAVE TO TALK, BEN!

SOMETHING WRONG?



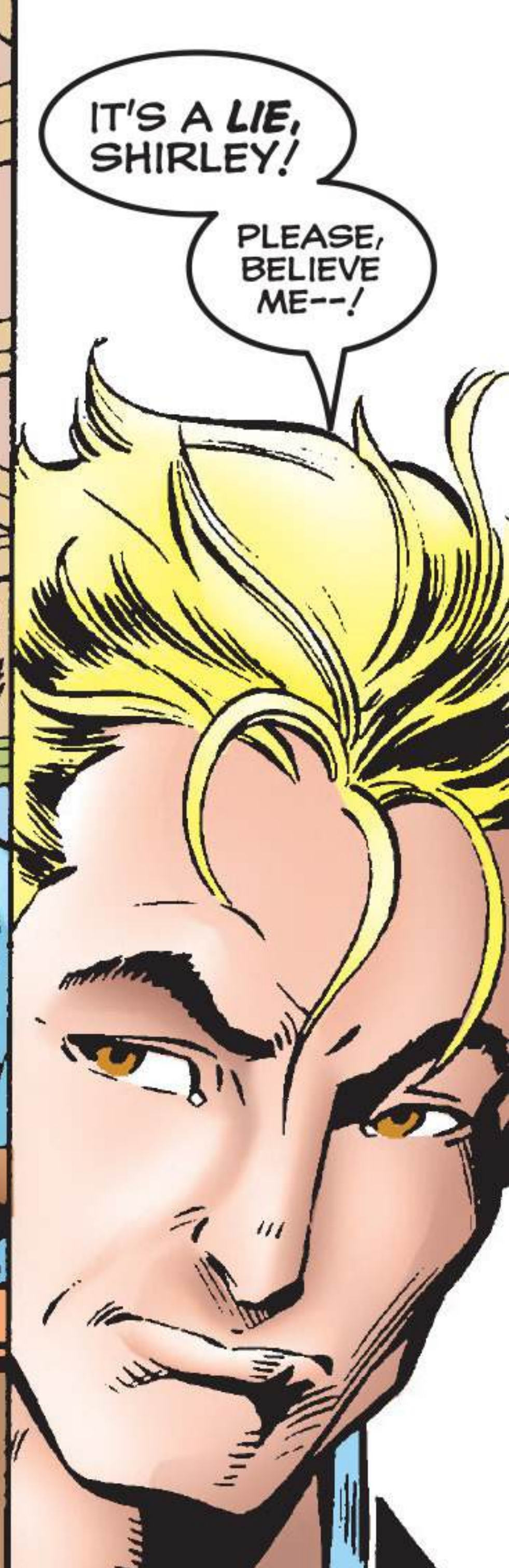
YOU BET, BLONDIE! THOSE TWO MUSCLE HEADS WERE COPS, AND THEY DIDN'T HAVE **NOTHIN'** GOOD TO SAY ABOUT YOU!



ENOUGH, DEVON! I...I'M SURE IT'S A CASE OF MISTAKEN IDENTITY!

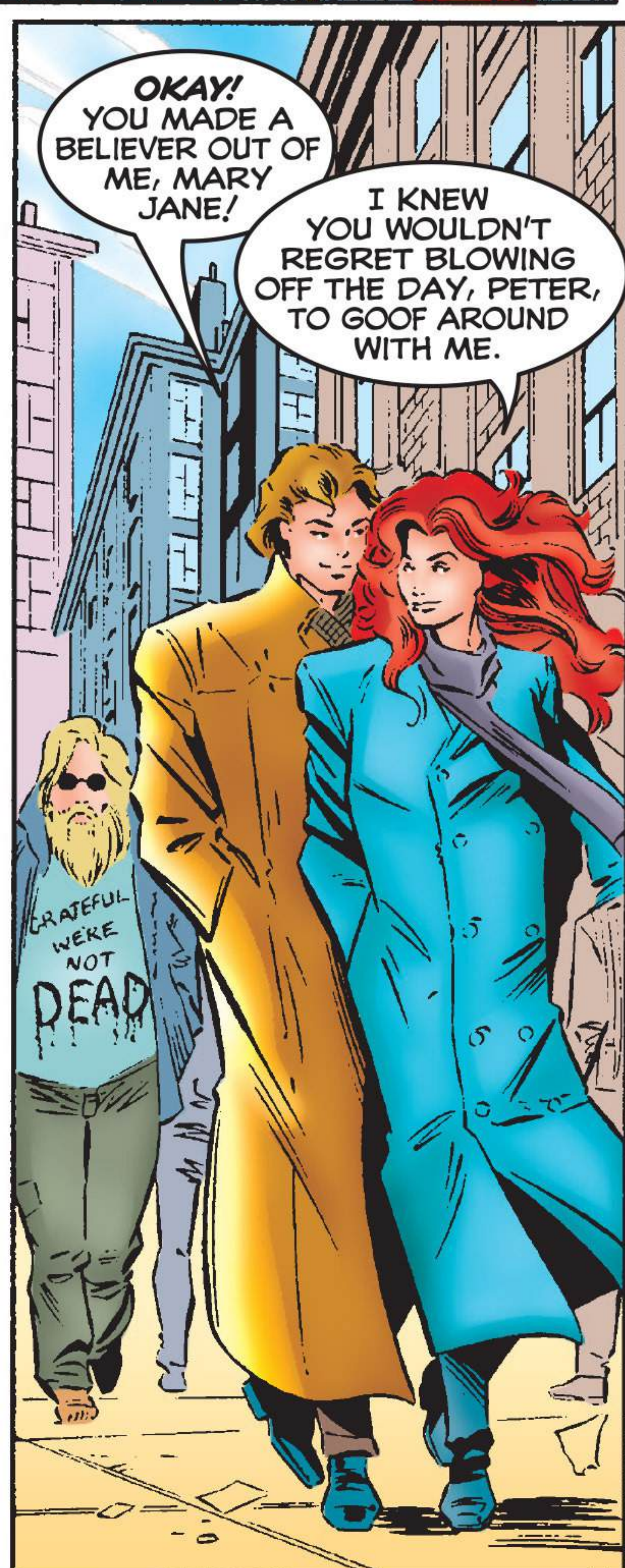
WHA-WHAT'D THEY SAY, SHIRLEY?

THEY SHOWED ME A FILE... AND SAID YOU HAVE HAD A HISTORY OF VIOLENT, ERRATIC BEHAVIOR AGAINST EMPLOYERS!



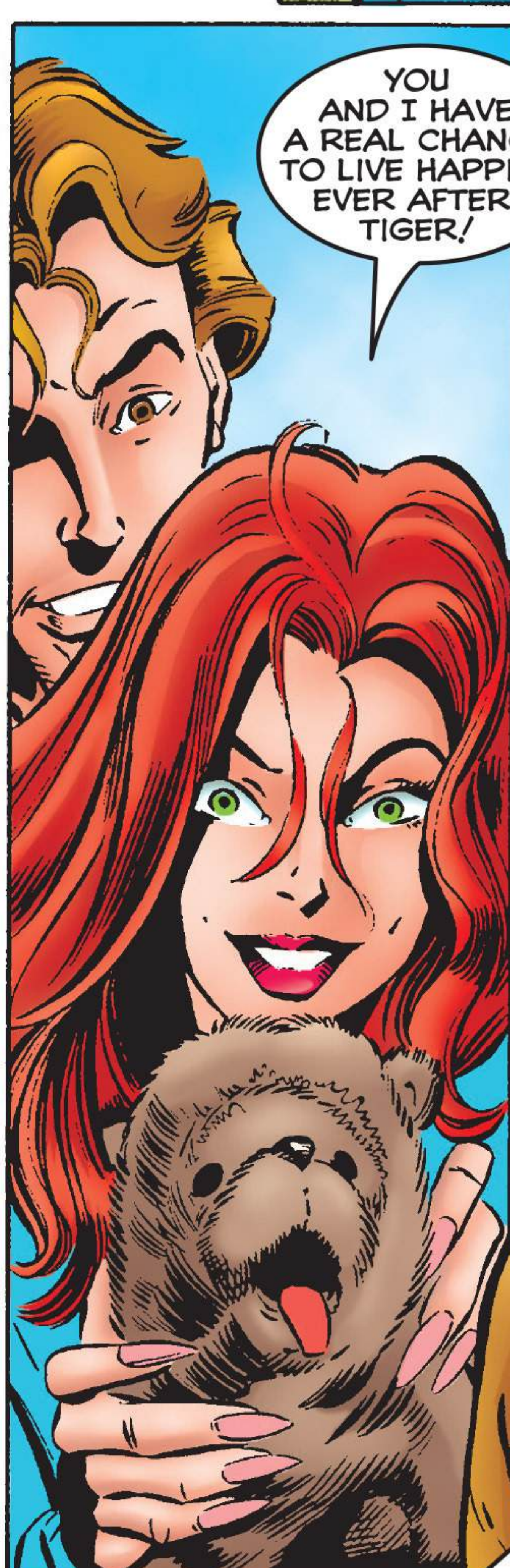
IT'S A LIE, SHIRLEY!

PLEASE, BELIEVE ME--!

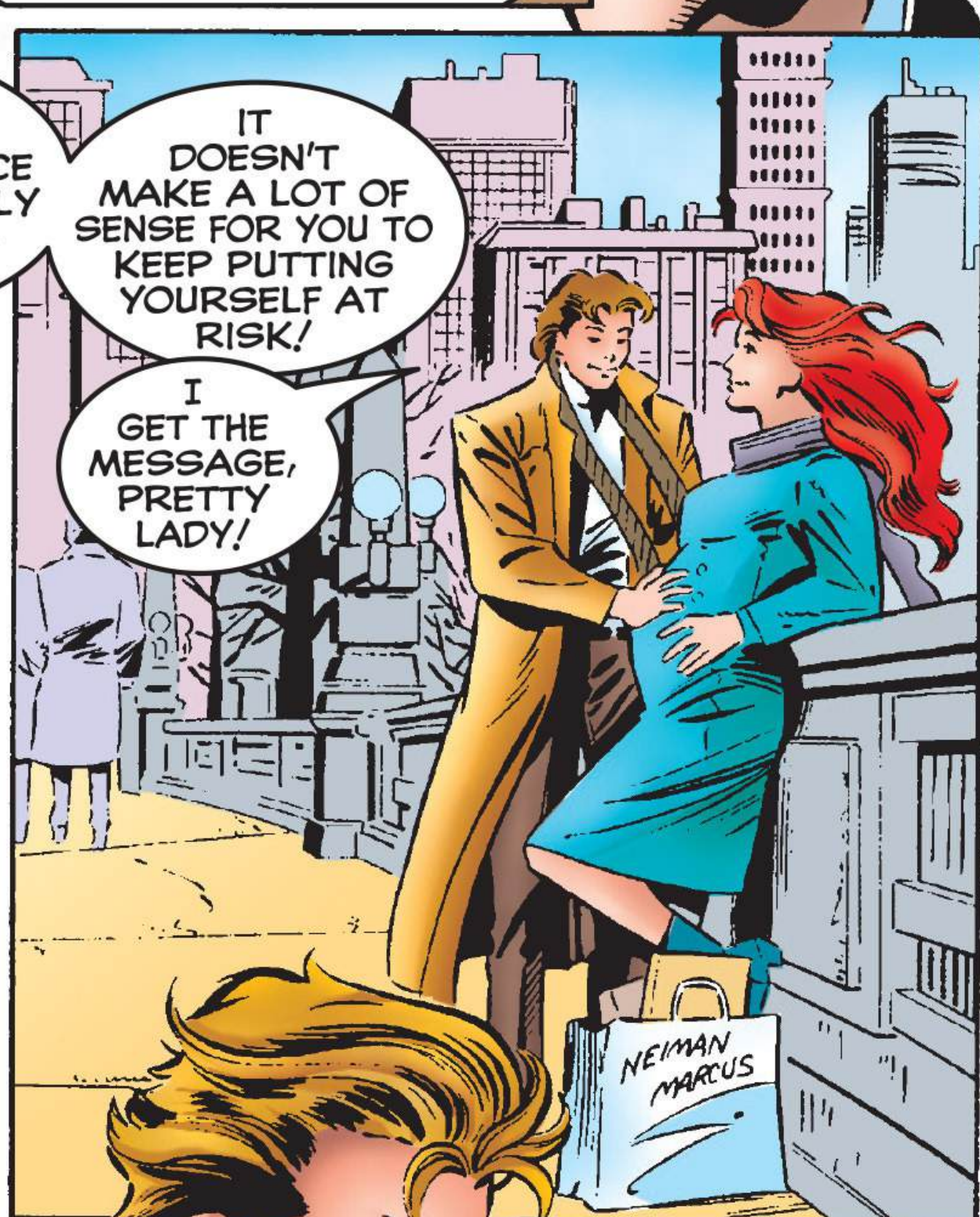


OKAY! YOU MADE A BELIEVER OUT OF ME, MARY JANE!

I KNEW YOU WOULDN'T REGRET BLOWING OFF THE DAY, PETER, TO GOOF AROUND WITH ME.



YOU AND I HAVE A REAL CHANCE TO LIVE HAPPILY EVER AFTER, TIGER!



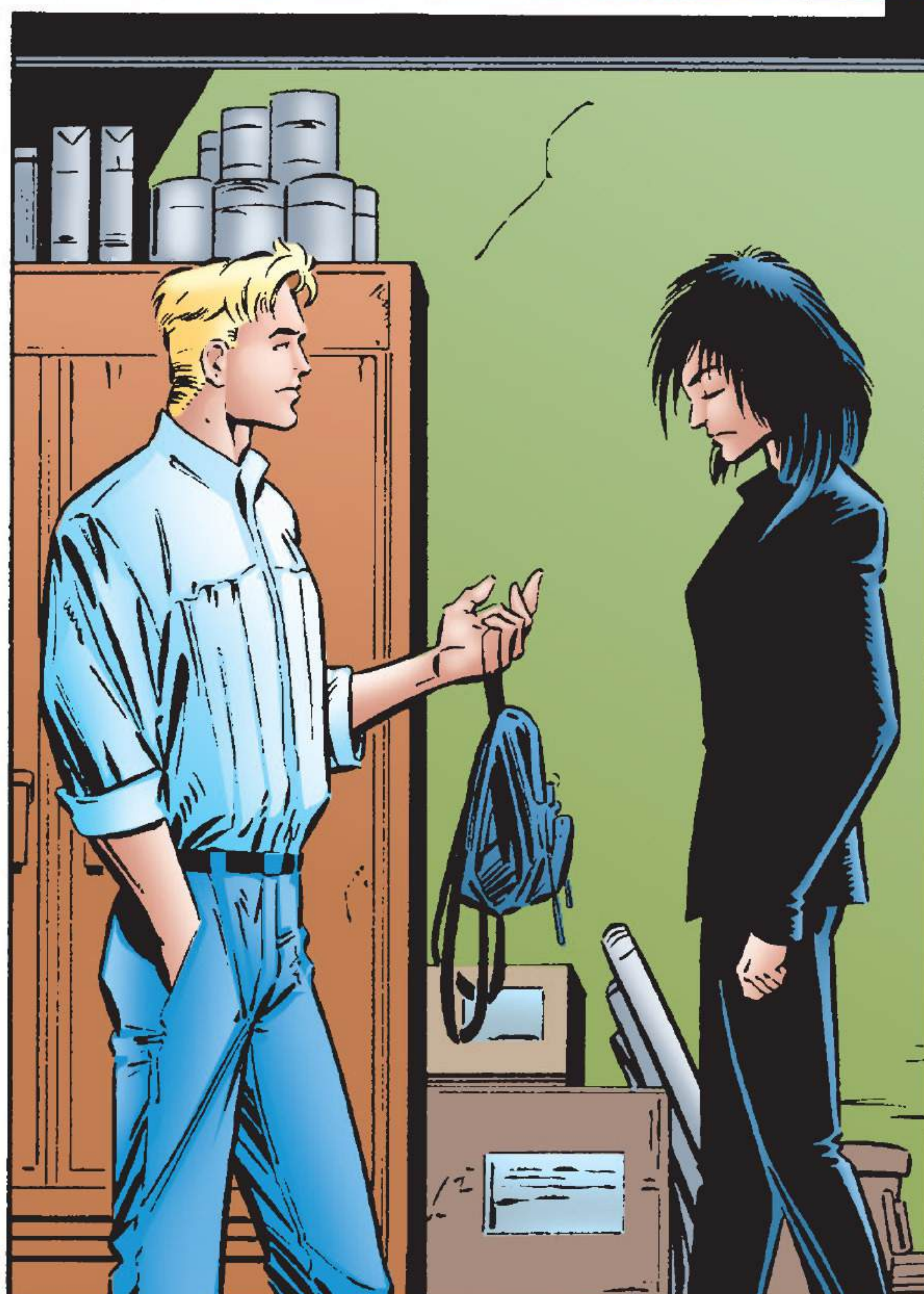
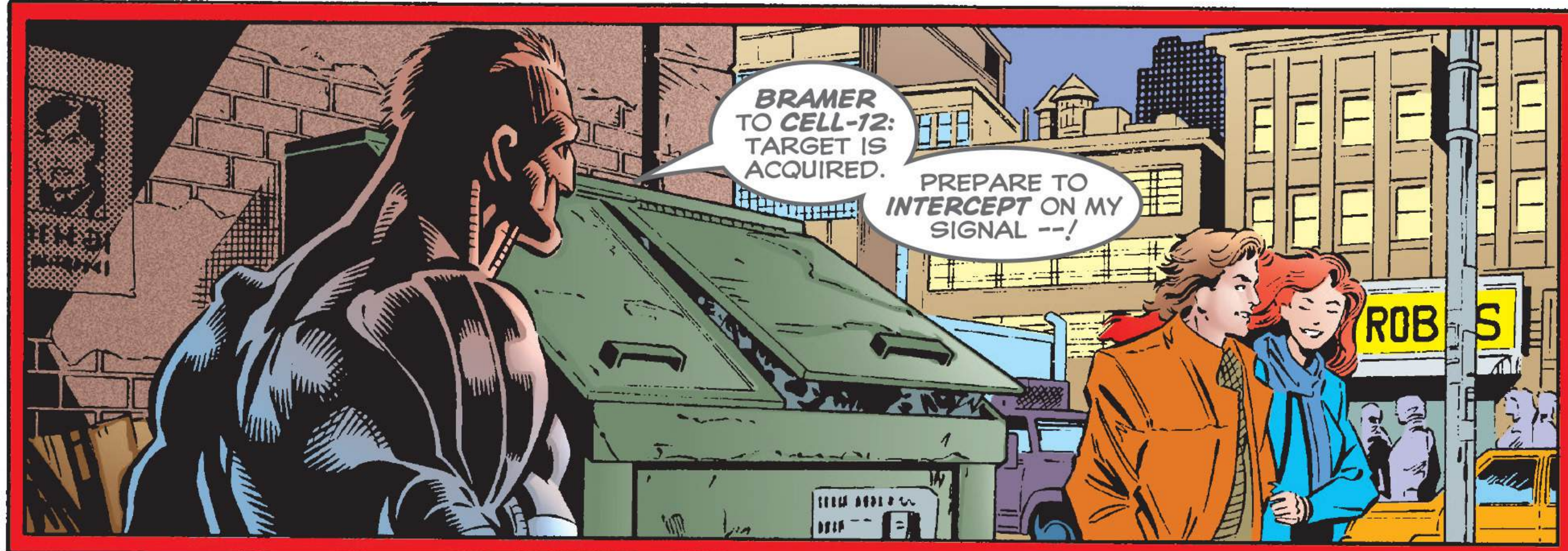
IT DOESN'T MAKE A LOT OF SENSE FOR YOU TO KEEP PUTTING YOURSELF AT RISK!

I GET THE MESSAGE, PRETTY LADY!



MAYBE YOU'RE RIGHT! MAYBE IT'S FINALLY TIME THAT I LEFT THE HEROICS TO **BEN!**

YOU WON'T GET AN ARGUMENT FROM ME!





SURE!
AND I KNOW
WHAT WILL
HAPPEN
LATER!

YOU'LL
KEEP **NAGGING**
AND **NAGGING** UNTIL
I'M FORCED TO
SURRENDER!

MOI?!

I DON'T
NAG. I'VE
NEVER
NAGGED.

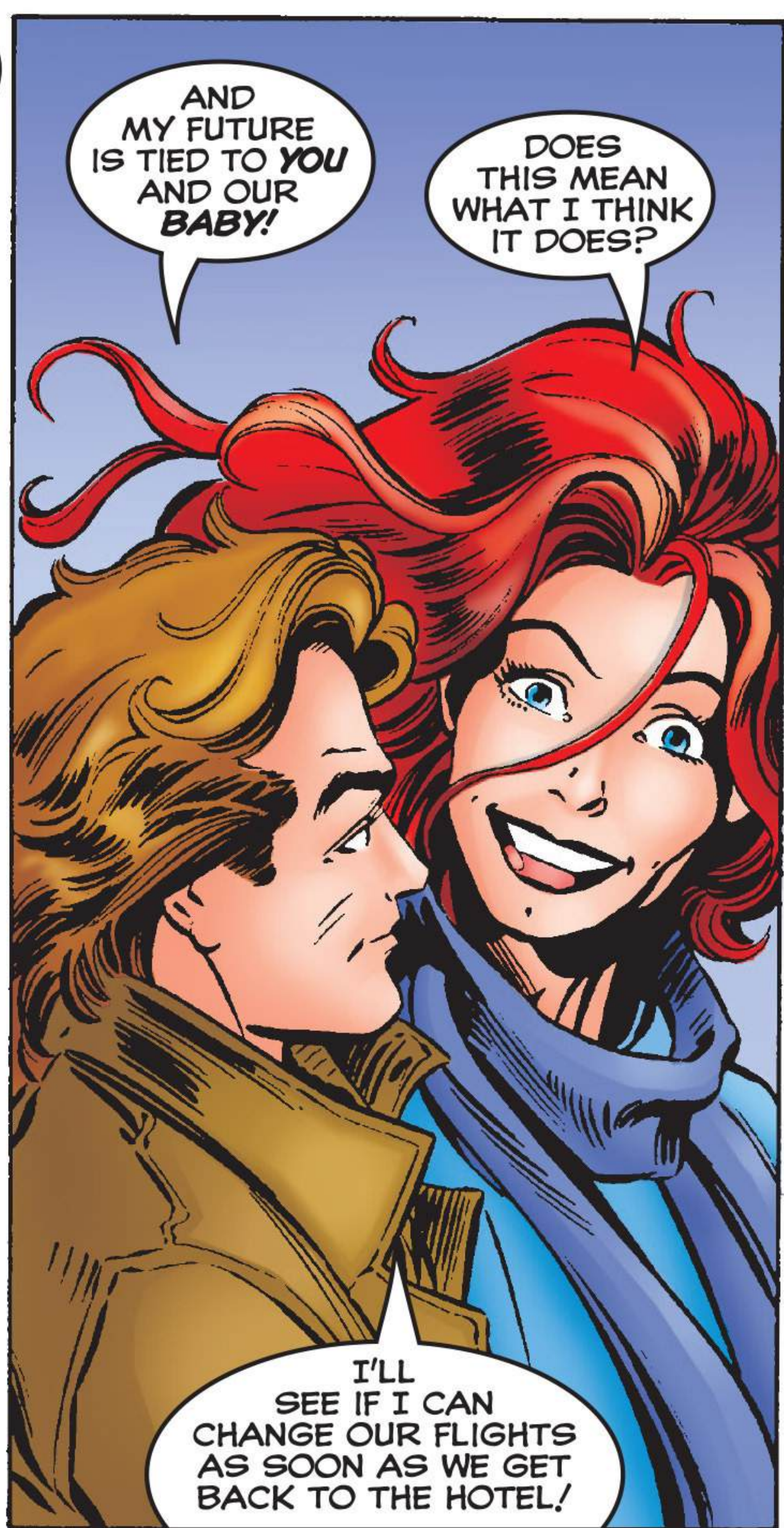
RIGHT...
AND I'VE
NEVER HUNG
FROM A
CEILING!



MARY JANE, I REALLY
THINK I WAS GETTING
CLOSE TO FINDING
TRAINER...

...LEARNING
HIS CONNECTION
TO **MULTIVEX...** AND
UNRAVELING MY
TRUE **ORIGIN!**

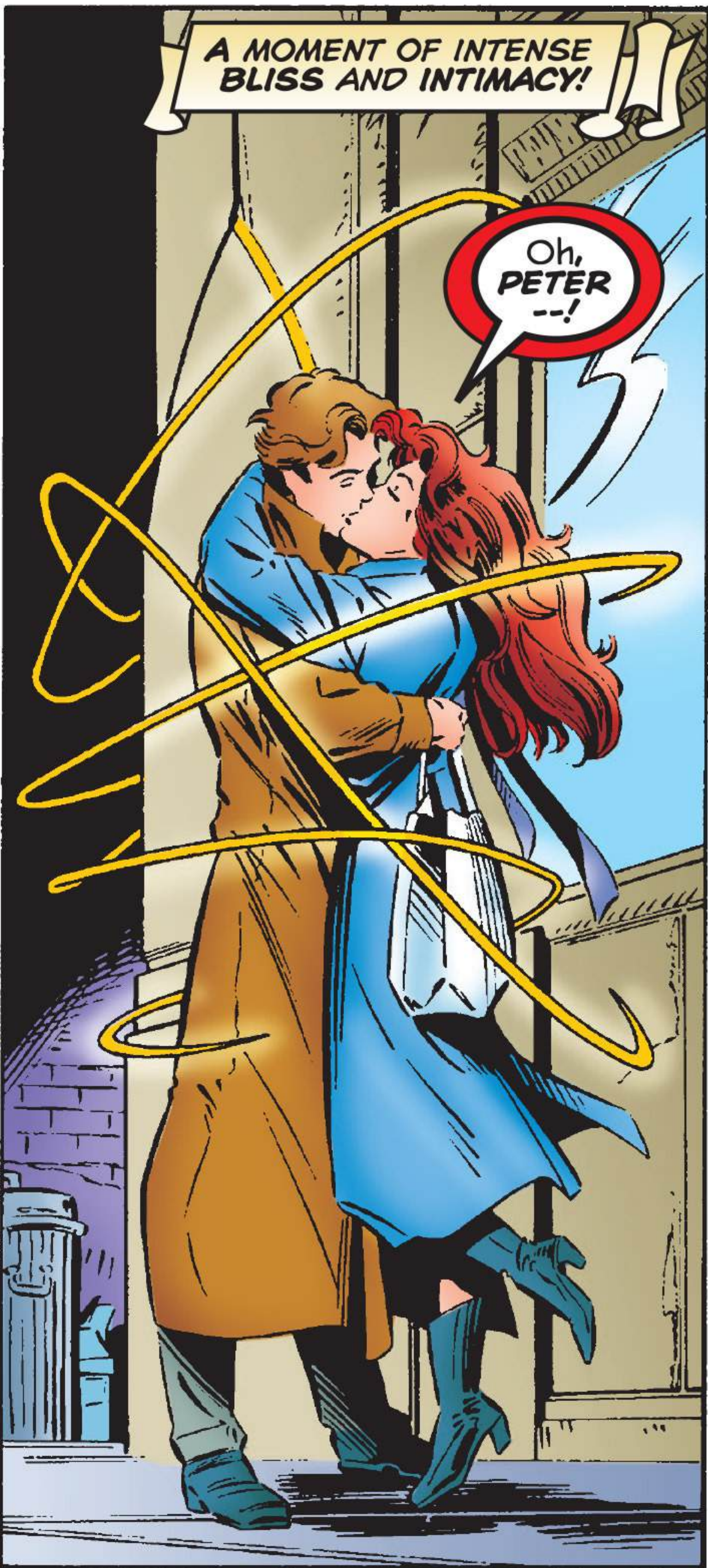
BUT
LIKE YOU
SAID EARLIER:
WHERE I CAME
FROM ISN'T NEARLY
AS IMPORTANT
AS **WHERE I'M**
GOING!



AND
MY FUTURE
IS TIED TO **YOU**
AND OUR
BABY!

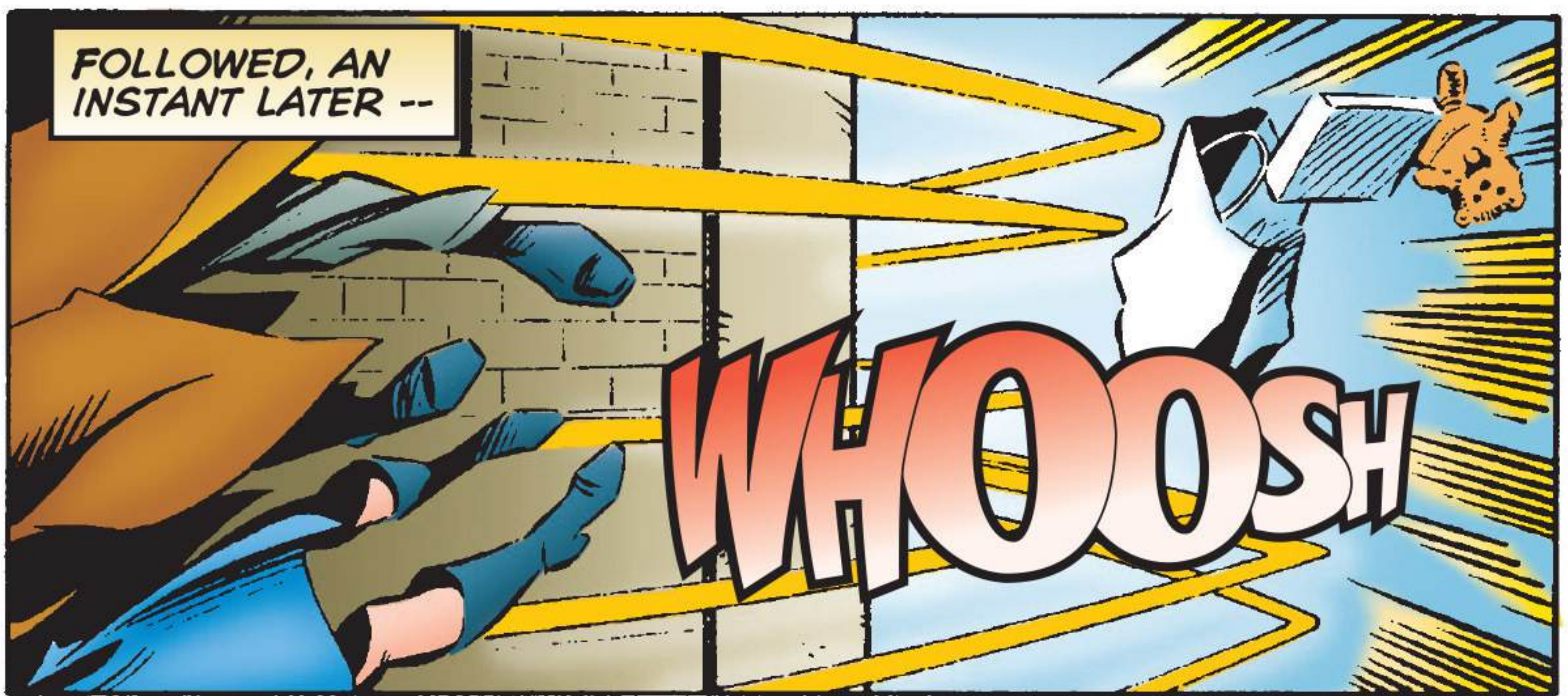
DOES
THIS MEAN
WHAT I THINK
IT DOES?

I'LL
SEE IF I CAN
CHANGE OUR FLIGHTS
AS SOON AS WE GET
BACK TO THE HOTEL!

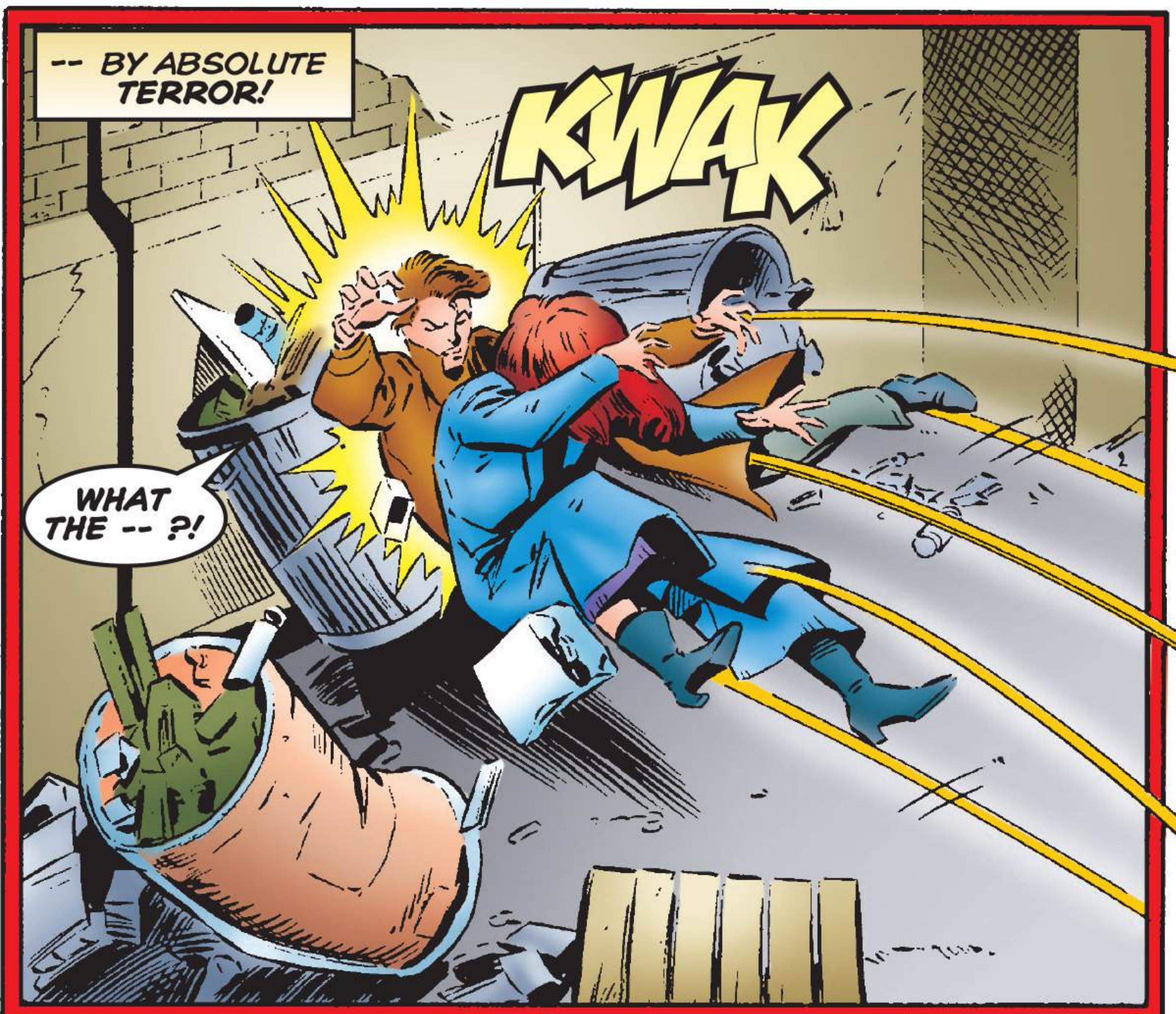


A MOMENT OF INTENSE
BLISS AND INTIMACY!

Oh,
PETER
--!



FOLLOWED, AN
INSTANT LATER --



-- BY ABSOLUTE
TERROR!

WHAT
THE -- ?!

W-WHO
ARE YOU?

WHAT
DO YOU
WANT?!

QUIET DOWN,
SONNY BOY! YOU
LACK THE PROPER
POSITIONING
TO DEMAND
ANSWERS!

BRAMER! ARE
YOU ABSOLUTELY
CERTAIN YOU
CONFIRMED
THE CORRECT
TARGET?!

NARD! HAS
GOT A POINT, CHIEF!
NOBODY IN HIS RIGHT MIND
HIRES A CYBERNETICALLY-
ENHANCED MERC SQUAD
LIKE **CELL-12** TO TAKE
OUT TWO AVERAGE
CIVILIANS!

IT
ISN'T GOOD
BUSINESS TO
QUESTION THE
MENTAL HEALTH
OF OUR CLIENTS,
ANDROS!

BESIDES,
WE WERE WARNED
THAT THE MAN IS MUCH
MORE **POWERFUL** THAN
HE APPEARS!

WHATEVER!
LET'S JUST
GET TO IT! I'M
HUNGRY, AND I
DON'T WANT TO
WASTE ANY
UNNECESSARY
TIME!

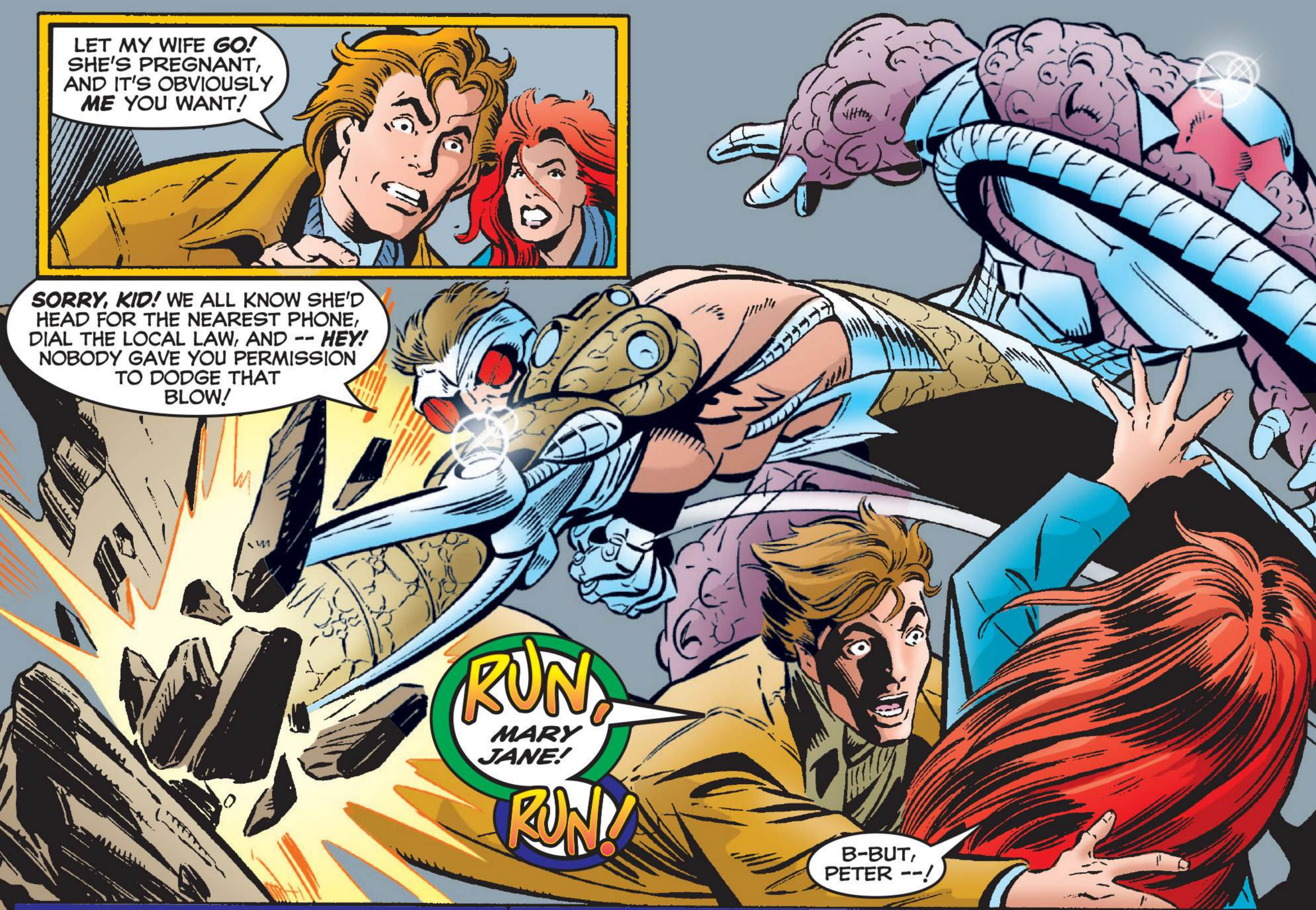
**AT
EASE,
LASHER!**
I GIVE THE
ORDERS
HERE!

THIS
MISSION HAS
VERY STRICT
PARAMETERS, AND
I WON'T JEOPARDIZE
THEM BECAUSE
YOU'RE ANXIOUS
TO FILL YOUR
FACE!



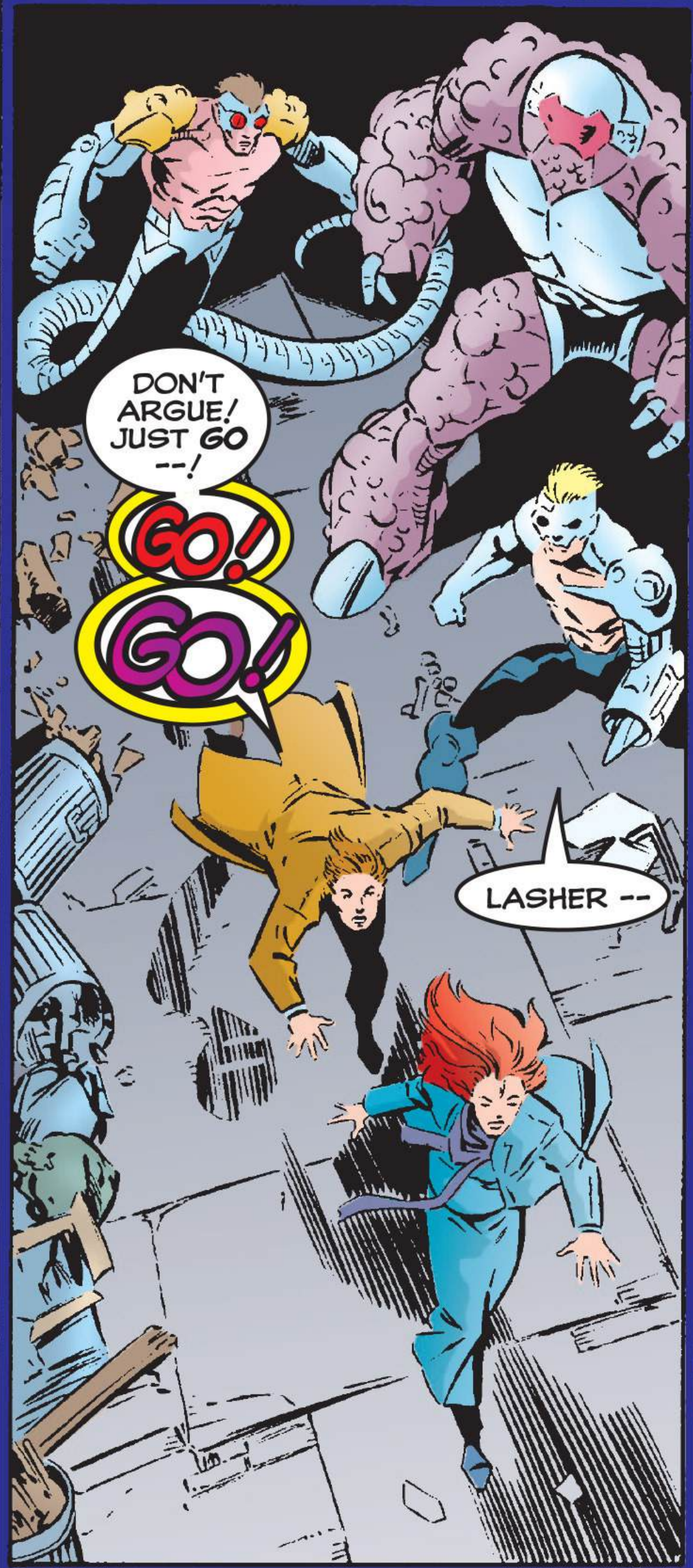
LET MY WIFE GO!
SHE'S PREGNANT,
AND IT'S OBVIOUSLY
ME YOU WANT!

SORRY, KID! WE ALL KNOW SHE'D
HEAD FOR THE NEAREST PHONE,
DIAL THE LOCAL LAW, AND -- **HEY!**
NOBODY GAVE YOU PERMISSION
TO DODGE THAT
BLOW!



RUN!
MARY
JANE!
RUN!

B-BUT,
PETER --!



DON'T ARGUE!
JUST GO
--!

GO!
GO!

LASHER --



I ALREADY
SNAGGED HER,
BRAMER!



CAREFUL YOU
DON'T BIND HER
TOO TIGHTLY
WITH YOUR
CYBER-
WHIPS!

NEITHER SHE
NOR HER CHILD
IS TO BE
INJURED
AT THIS TIME!

THE MAN,
HOWEVER,
IS OPEN
GAME!



BOOM!



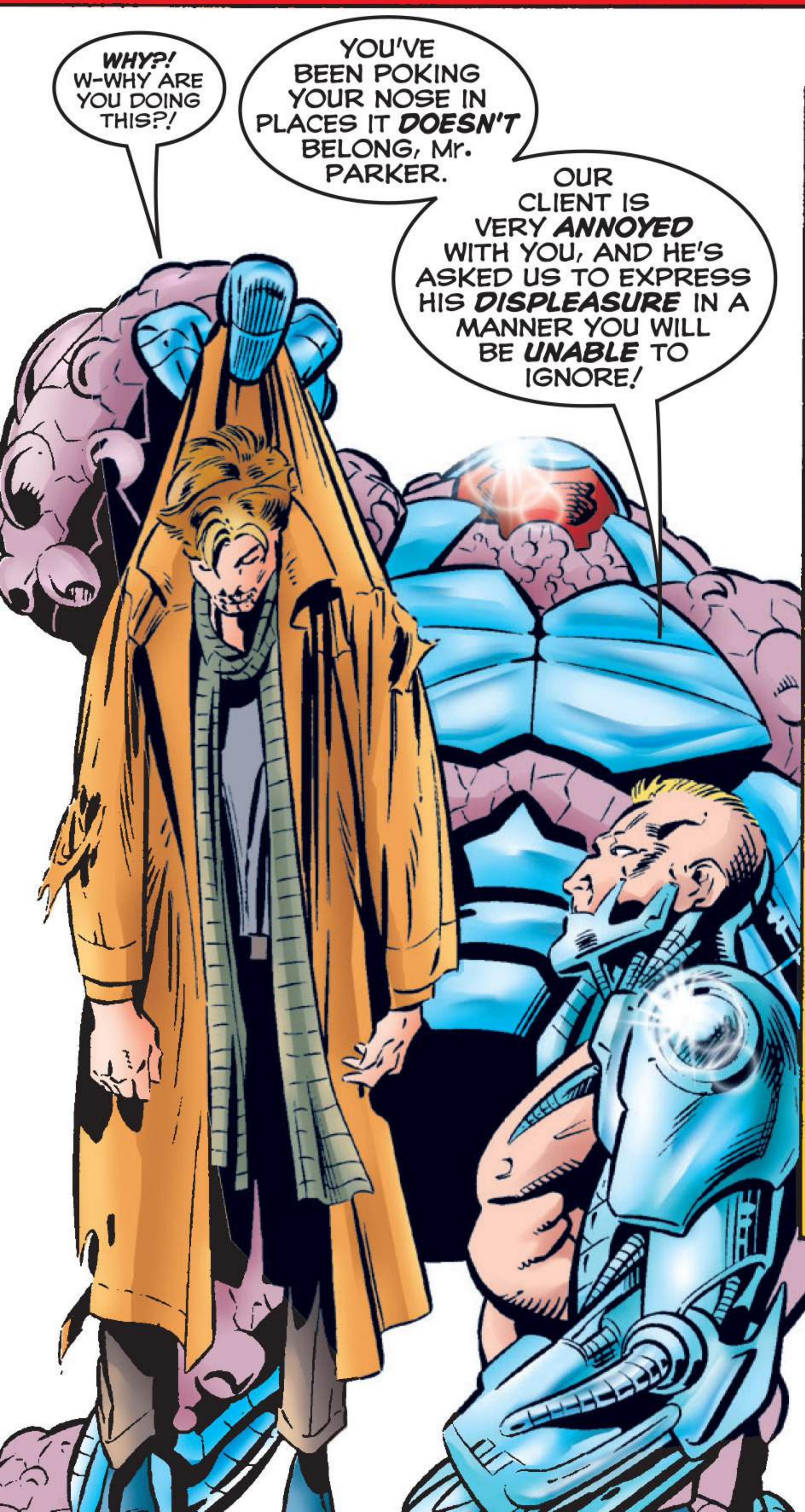
SOMETHING'S **WRONG** HERE, CHIEF! THIS KID AIN'T NO **PLAYER!**

HE'S A **PATSY!**



WHOEVER HIRED THEM MUST HAVE BEEN AWARE OF MY **SPIDER-POWERS!** IF ONLY I STILL HAD THEM --!

AARGGH! FEELS LIKE I SLAMMED INTO A BRICK WALL!



WHY?! W-WHY ARE YOU DOING THIS?!

YOU'VE BEEN POKING YOUR NOSE IN PLACES IT **DOESN'T** BELONG, MR. PARKER.

OUR CLIENT IS VERY **ANNOYED** WITH YOU, AND HE'S ASKED US TO EXPRESS HIS **DISPLEASURE** IN A MANNER YOU WILL BE **UNABLE** TO IGNORE!



CLOSE YOUR EYES, LADY! YOU DON'T WANT TO SEE WHAT COMES NEXT --!

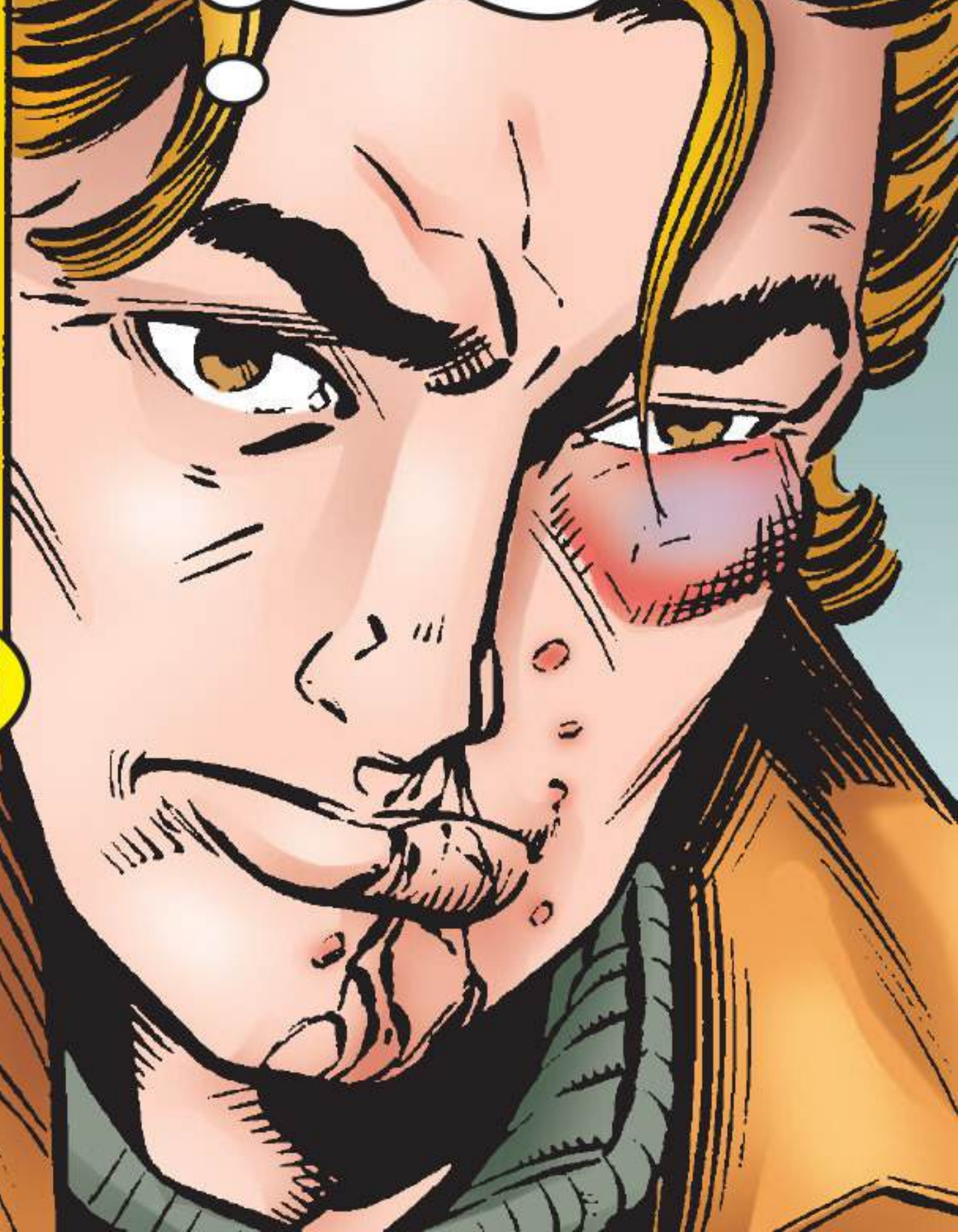
DEAR GOD --!

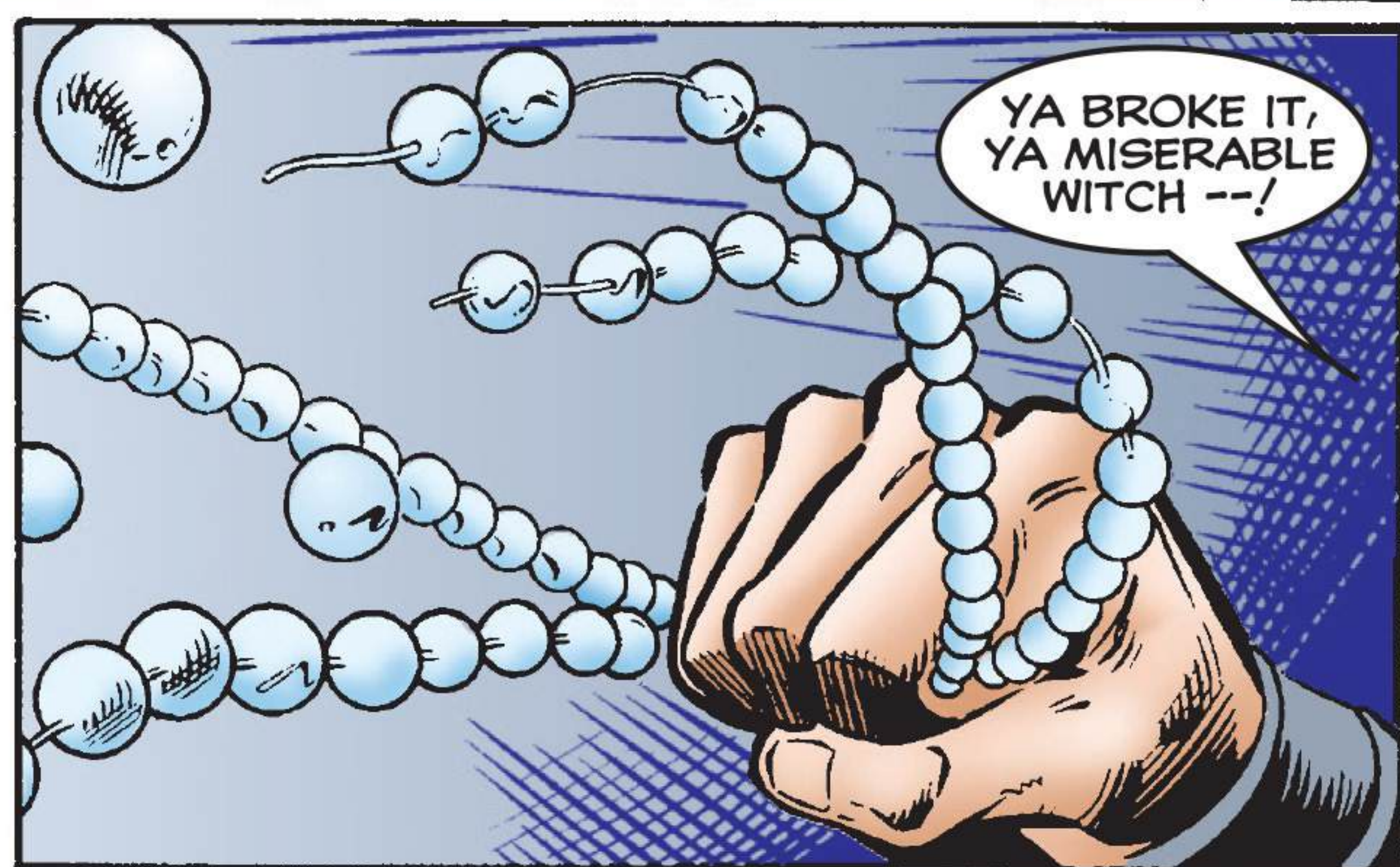
NO! DON'T!

THEIR CLIENT KNOWS I USED TO BE THE **WEB-SWINGER!** HE **KNOWS**, BUT THAT'S HARDLY MY PROBLEM NOW --!

I'M **POWERLESS...** INCAPABLE OF **DEFENDING** MYSELF... AND ABOUT TO FACE THE WORST **BEATING** OF MY LIFE!

DOES PETER PARKER HAVE THE NECESSARY **STRENGTH** AND **COURAGE...** CAN HE EVEN HOPE TO **SURVIVE...** A POUNDING WHICH WAS INTENDED FOR THE AMAZING **SPIDER-MAN?!**







T-THAT WAS **SPIDER-MAN** --!

W-WHY WOULD HE HELP **US**? ACCORDING TO THE **DAILY BUGLE**, HE'S SOME SORT OF **GHOUL** WHO'S WANTED BY THE POLICE!

I DON'T CARE WHAT THEY SAY, **HE'S A HERO!**

A **HERO** --?!

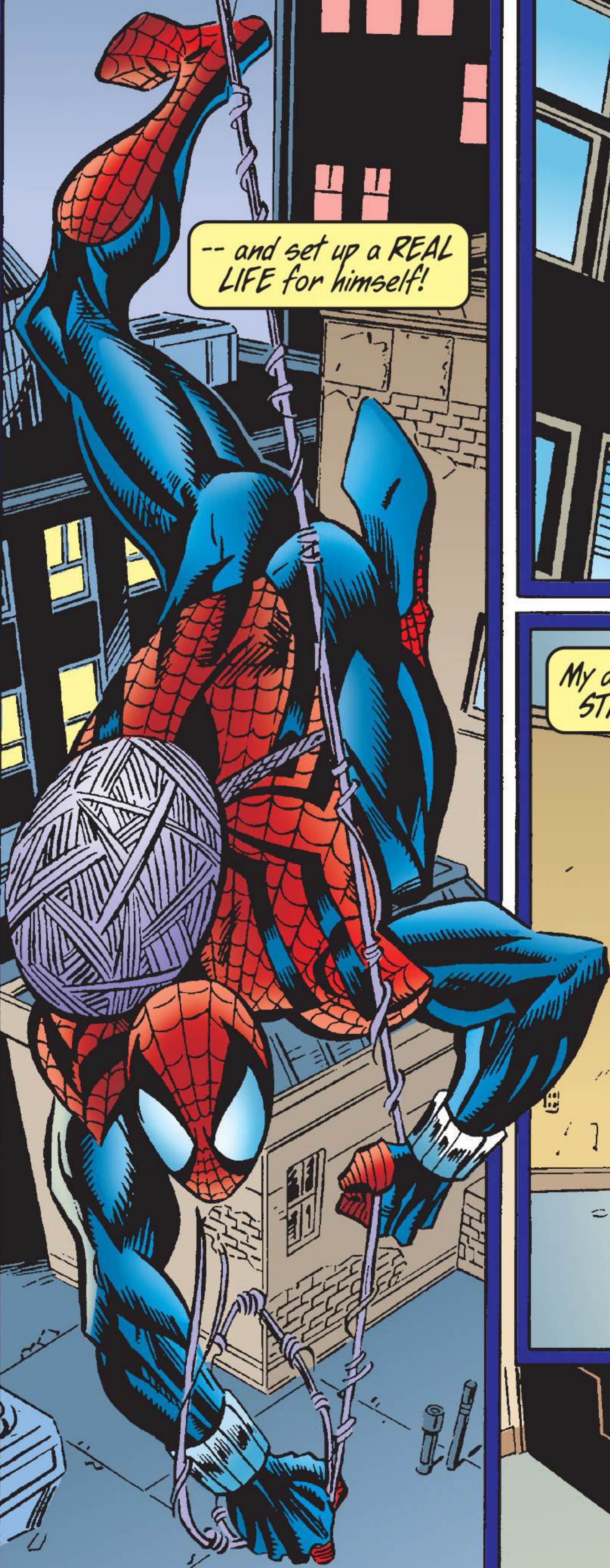
Not me!

S'funny, I may be the real **PARKER** --

-- But Peter's still the one I think of as the real **HERO!**

Pete had the courage
to MARRY the woman
he loved --

-- and set up a REAL
LIFE for himself!



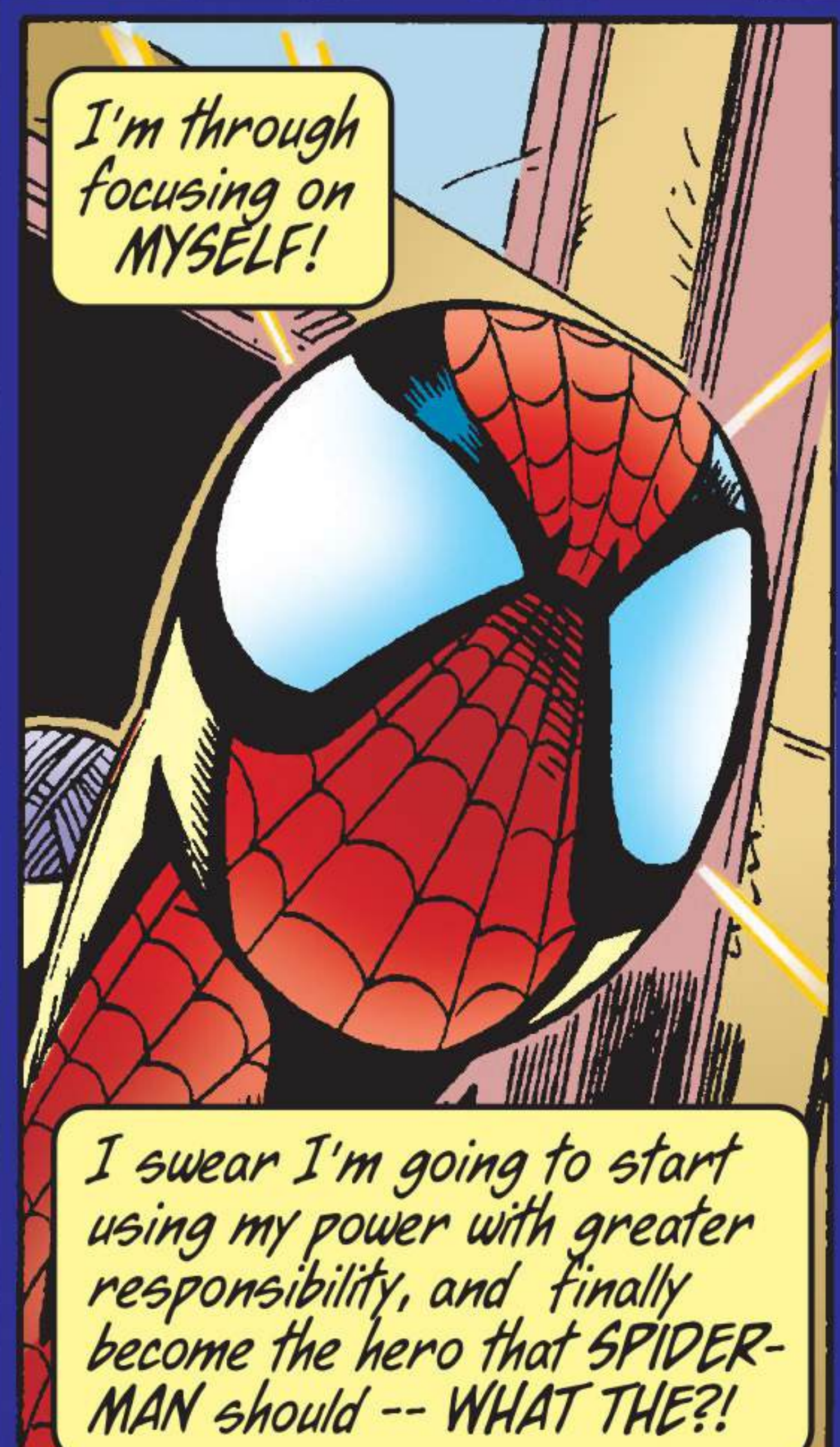
Me, I'm just a pathetic
clown who spends all my
time obsessing about
PERSONAL PROBLEMS --

-- when I should be
out SAVING LIVES!



-- sure, I may
have hit a real
BAD string of
luck --

-- but I've wasted way
too much time wallowing
in SELF PITY!



I'm through
focusing on
MYSELF!

I swear I'm going to start
using my power with greater
responsibility, and finally
become the hero that SPIDER-
MAN should -- WHAT THE?!



My apartment... it's been
STRIPPED BARE!

Everything I
own is GONE!

WAIT! There's something
scrawled on the floor --!

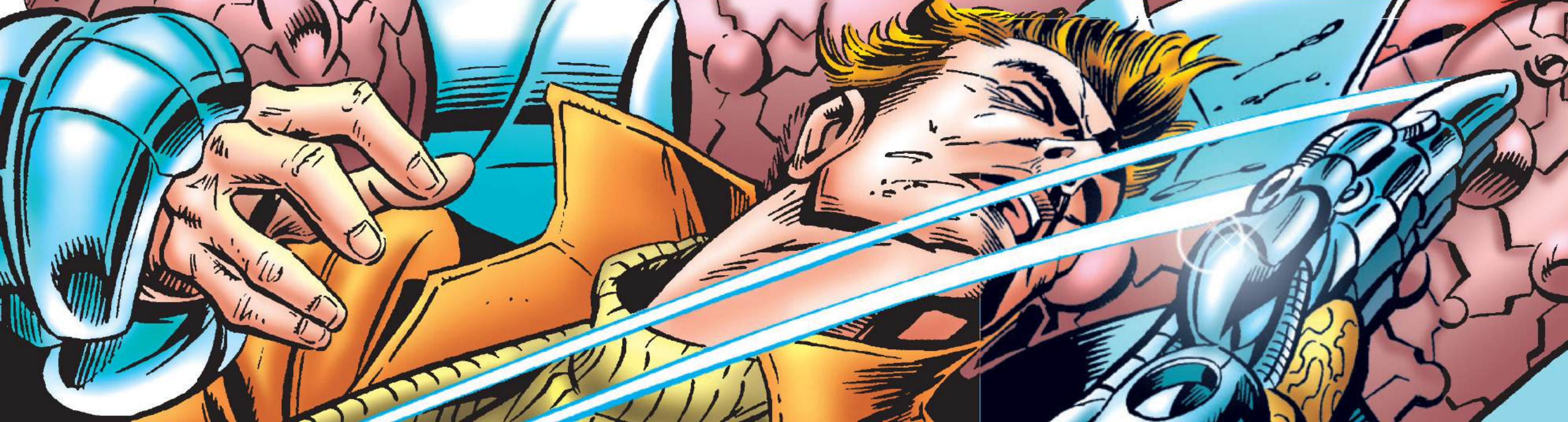
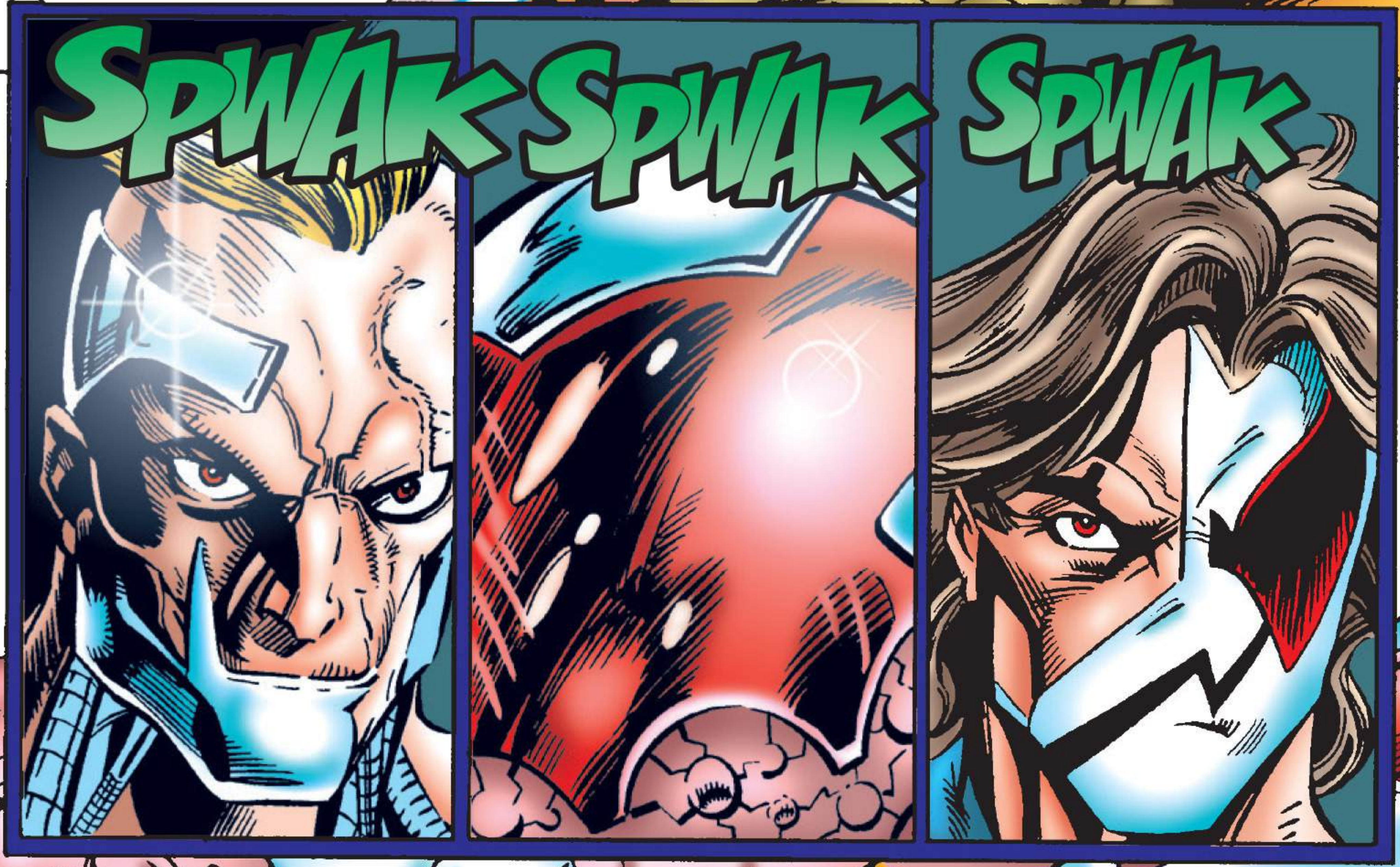
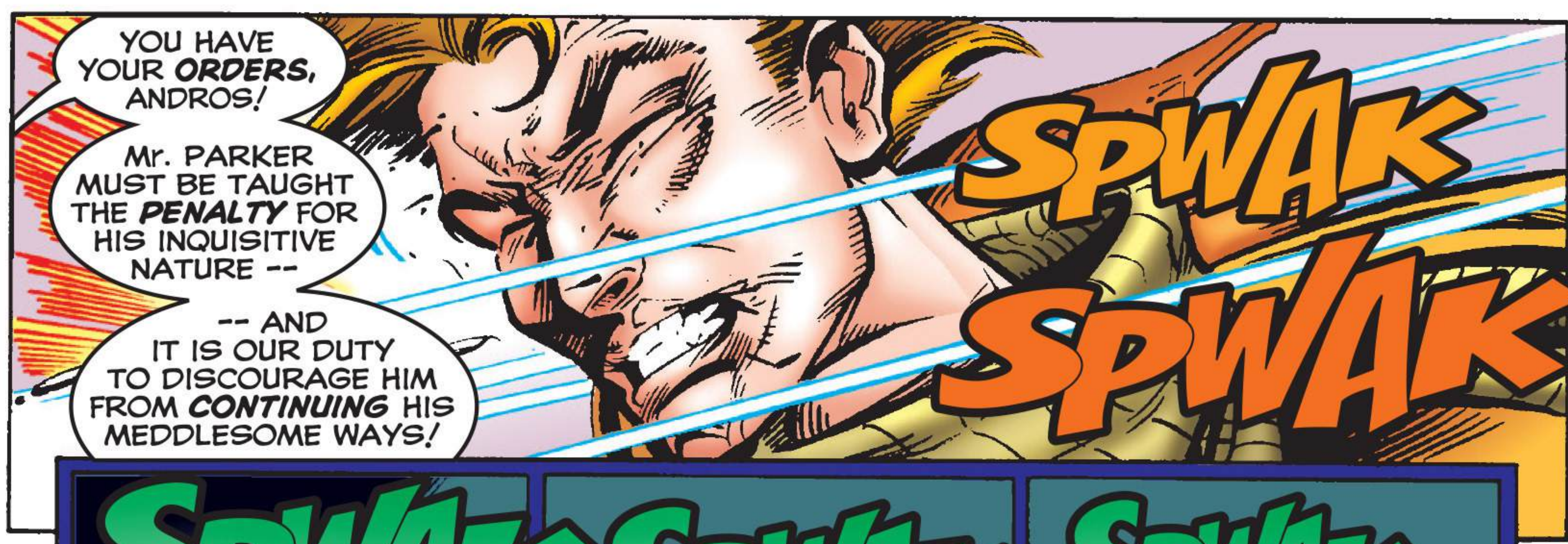
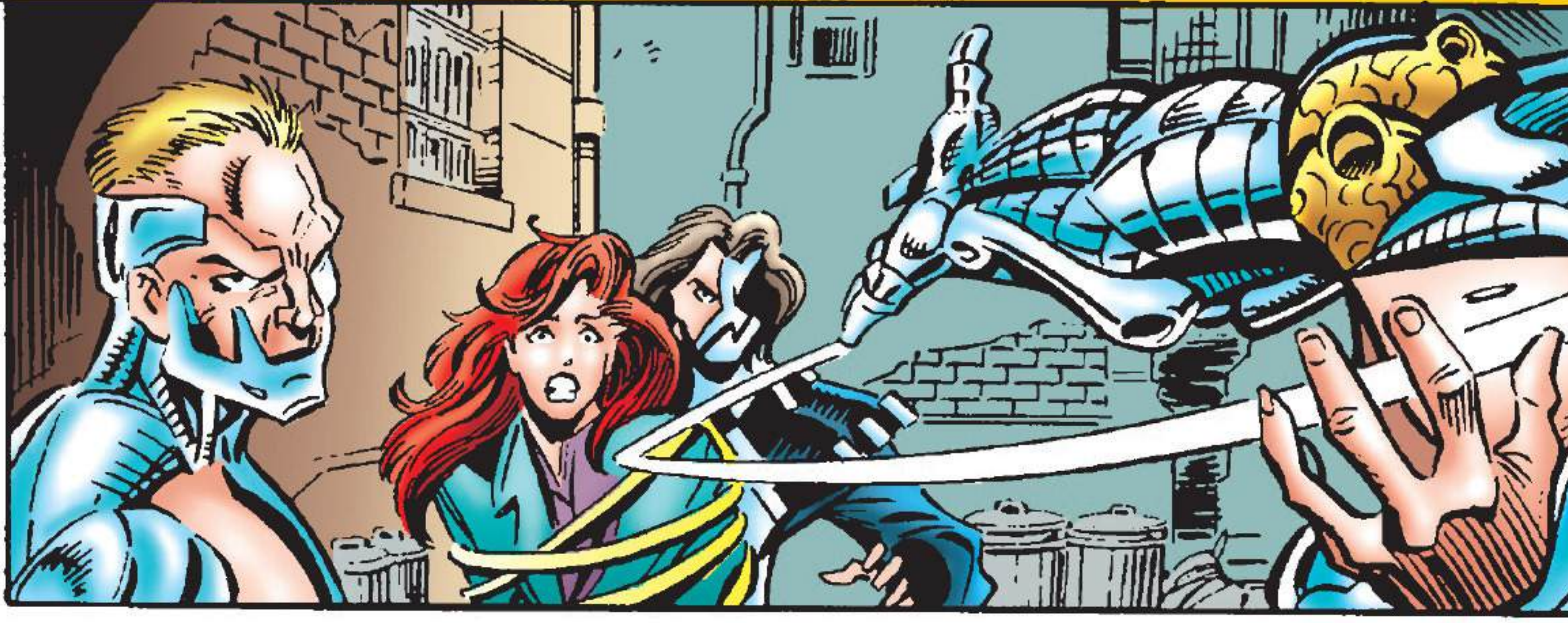
WE KNOW
WHO YOU ARE!!

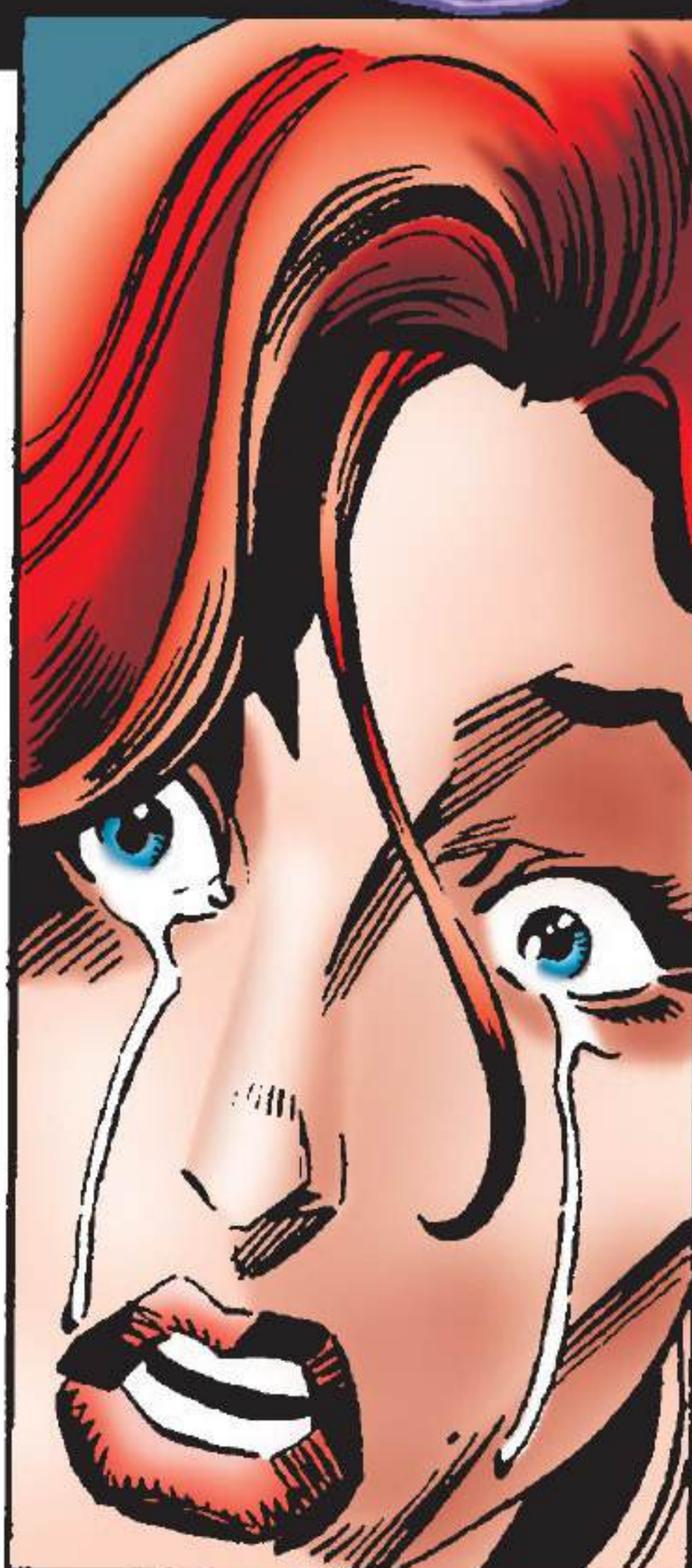
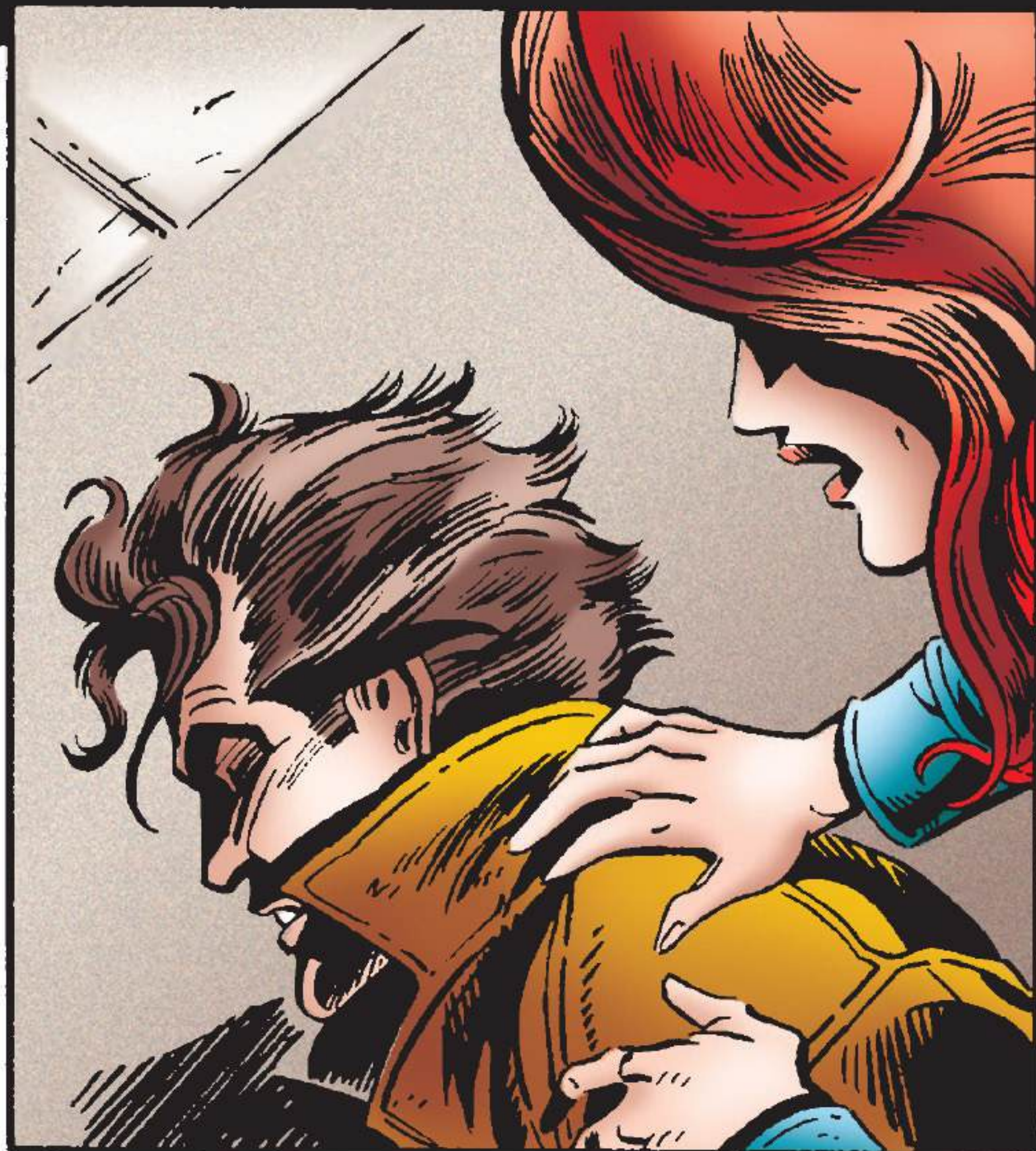
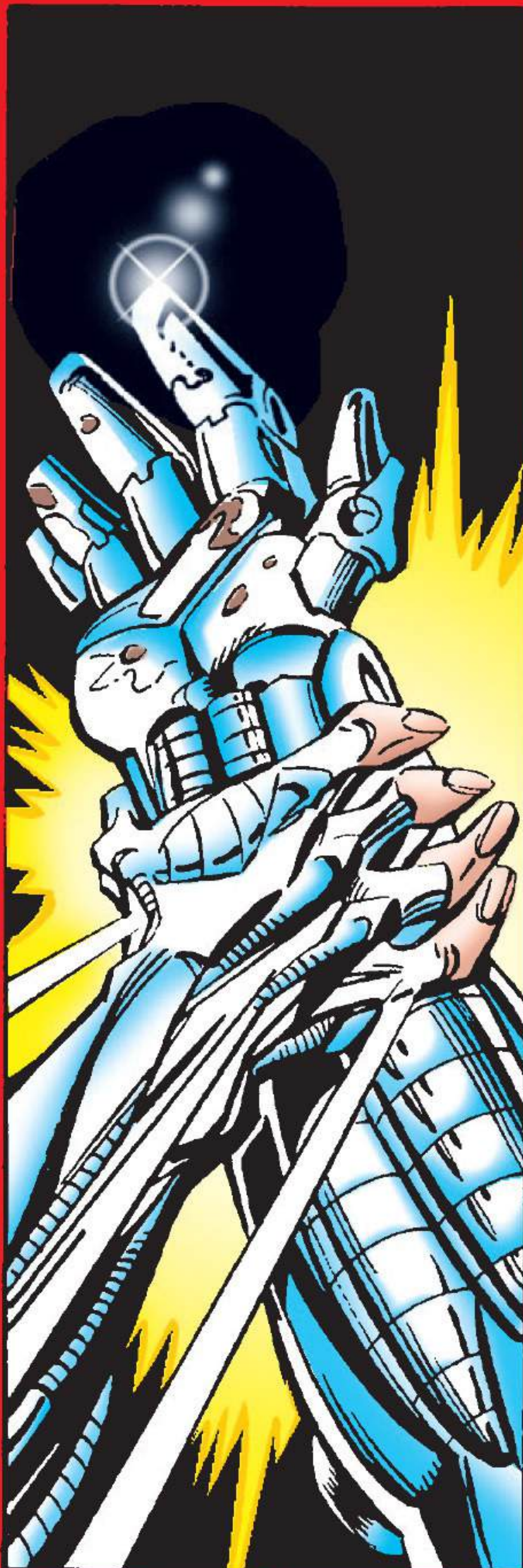
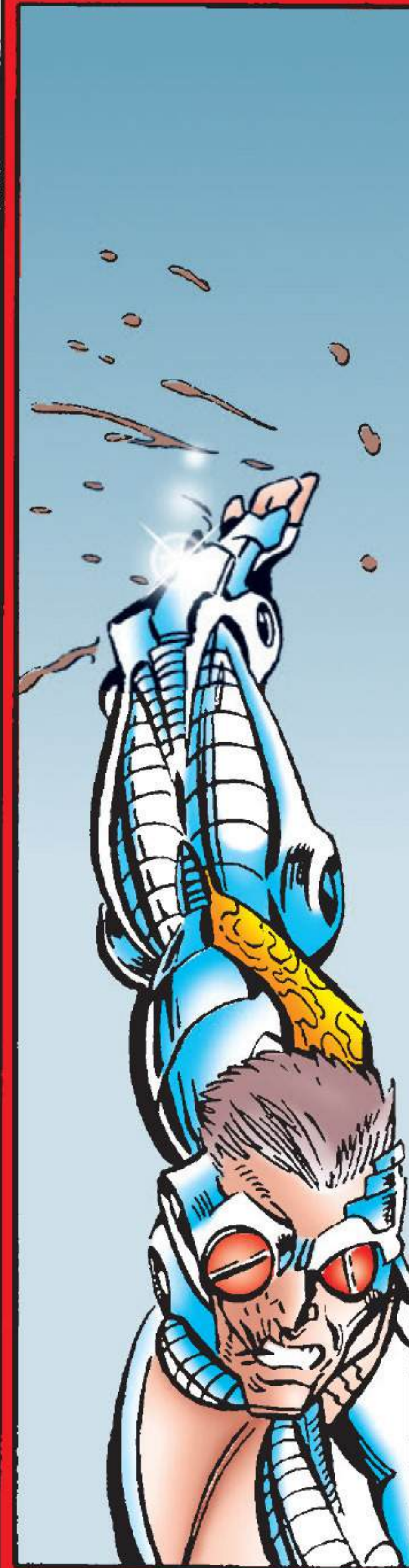
Oh, maa-ann!

The hits just keep
on coming!

WE KNOW
WHO YOU ARE!!







This is GREAT!

Just GREAT!

I've lost everything except the clothes webbed to my back, and whatever's in my locker at --

-- THE DAILY GRIND?!

OHMIGOSH --!

I've got to get to the GRIND!

Whoever's lashing out at me must be aware of my JOB --

-- and may be even responsible for the phony evidence that brought the cops!

FASTER! Must
move even faster!

Every moment
is PRECIOUS!

Shirley and Devon
could be in serious
DANGER!

Only a very FEW
know my secret
identity!

One of them must be
responsible...but WHO?!

It couldn't possibly
be PETER or MARY
JANE or SEWARD or...

JESSICA?! Can she
hate Spider-Man
that much?

Please don't let
it be Jessica!

Only got one more BLOCK
to go! I'm sure everything
will be FINE, and everyone
will be SAFE, and --

AW... NOOO!

**BLOOD
BROTHERS**

CONTINUES IN
SPIDER-MAN
#68!

MARVEL
COMICS



SPIDER-MAN[®]

MAY '96 68

SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

BLOOD
BROTHERS
PART 3 OF 6



THIS AIN'T YOUR DADDY'S
HOBGoblin![™]

JRJ
AGW

**THE SMOKING
RUINS OF THE
MANHATTAN COFFEE
HOUSE KNOWN AS
THE DAILY GRIND.**

**THIS WAS WHERE HIS
LIFE WAS SUPPOSED
TO BEGIN ANEW**

His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

**STAN LEE PRESENTS:
SPIDER-MAN**

**IT WAS TO BE A JOURNEY
BACK TO A SIMPLER TIME
AND PLACE.**

**A TIME BEFORE HE
WAS SPIDER-MAN...**

**...BEFORE
THE JACKAL...**

**...BEFORE
CLONES...**

**...BEFORE A FIVE YEAR
EXILE FROM ALL THAT
HE KNEW AND LOVED.**

**BUT HOW OFTEN
CAN A MAN BE
BEATEN DOWN...**

**...AND FIND THE
FORCE OF WILL
TO RISE FROM
THE ASHES?**

**THE MAN, WHO CALLS
HIMSELF BEN REILLY,
IS ABOUT TO FIND OUT
THE ANSWER TO THAT
QUESTION.**

**BLOOD
BROTHERS**
PART 3 OF 6

**INTO
THE
DEPTHS**

**HOWARD MACKIE/JOHN ROMITA, JR.
AL WILLIAMSON & AL MILGROM
STORY & ART**

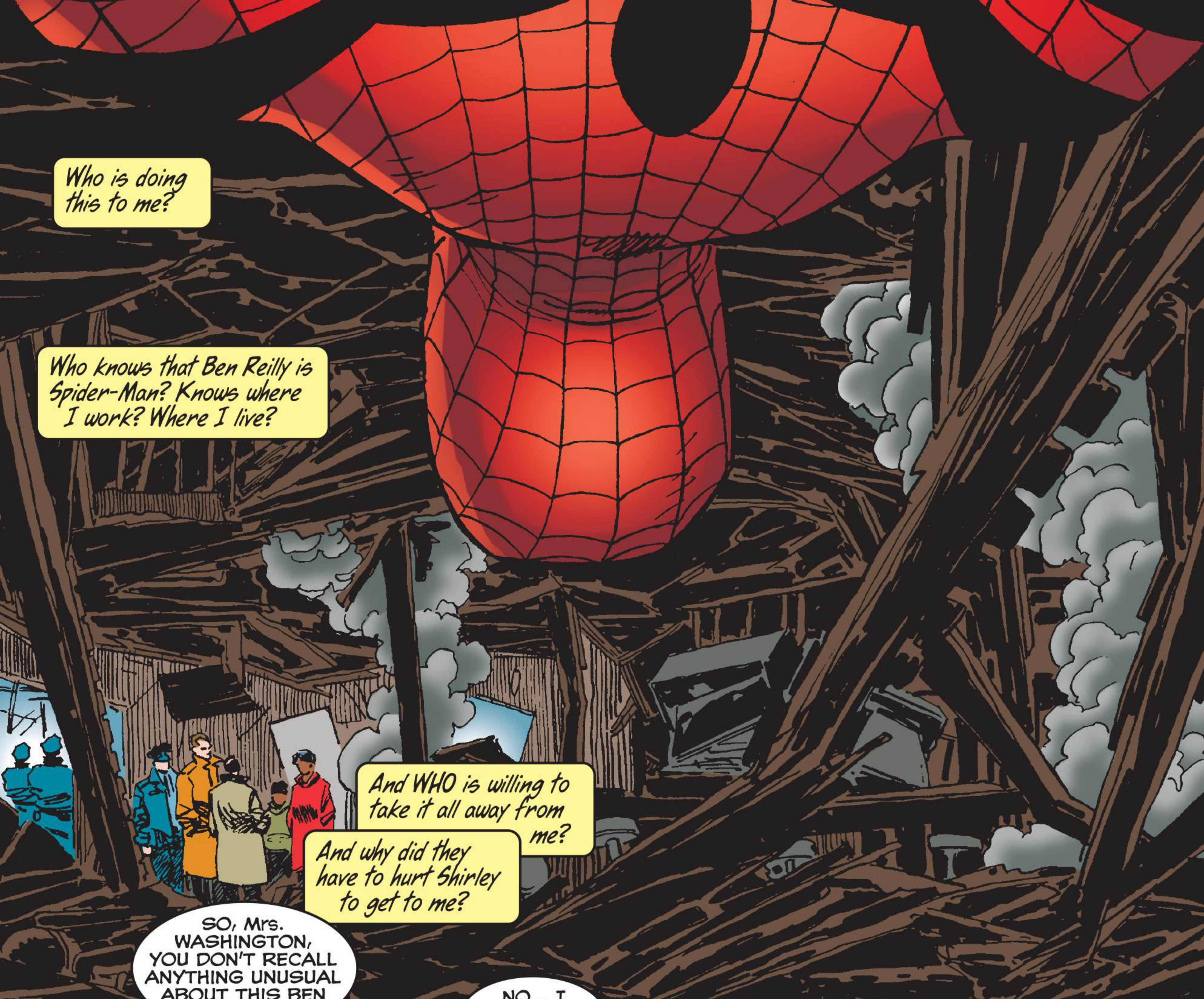
**RICHARD STARKINGS
AND COMICRAFT
LETTERING**

**KEVIN
TINSLEY
COLORIST**

**MALIBU'S
HUES
ENHANCEMENT**

**RALPH
MACCHIO
EDITOR**

**BOB HARRAS
EDITOR-IN-CHIEF**



Who is doing this to me?

Who knows that Ben Reilly is Spider-Man? Knows where I work? Where I live?

And WHO is willing to take it all away from me?

And why did they have to hurt Shirley to get to me?

SO, Mrs. WASHINGTON, YOU DON'T RECALL ANYTHING UNUSUAL ABOUT THIS BEN REILLY?

ANY ARGUMENTS LATELY? ANYTHING STRANGE ABOUT HIM? A BAD TEMPER, MAYBE?

NO... I TOLD YOU... NOTHING.

BEN HAS BEEN AN EXEMPLARY EMPLOYEE.

YOU THINK BEN HAD SOMETHIN' TO DO WITH TORCHING MY MOM'S PLACE?

SON, OUR RECORDS SHOW THAT Mr. REILLY HAS A HISTORY OF LASHING OUT AGAINST HIS EMPLOYERS THIS WAY. SORRY.

NO!

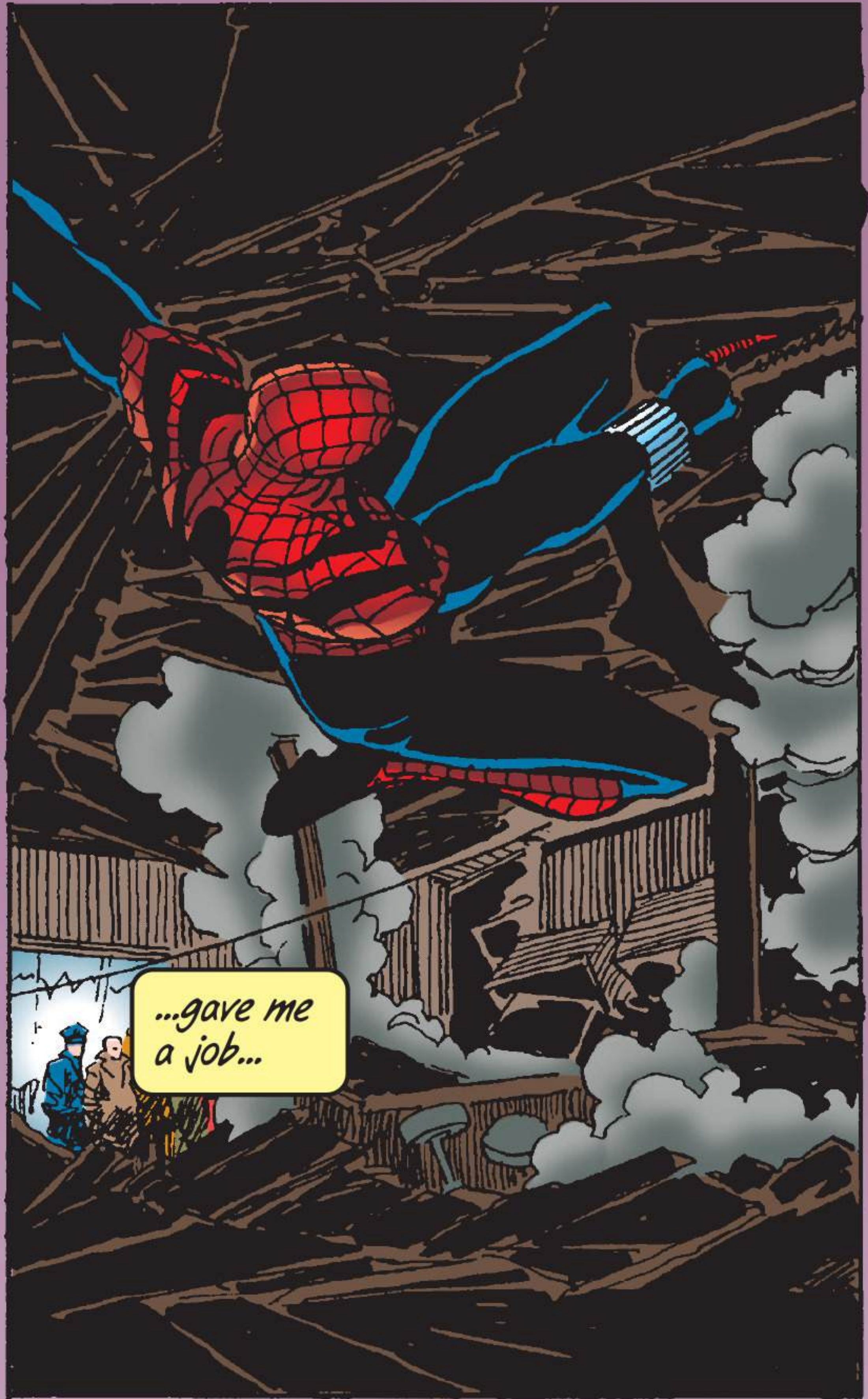




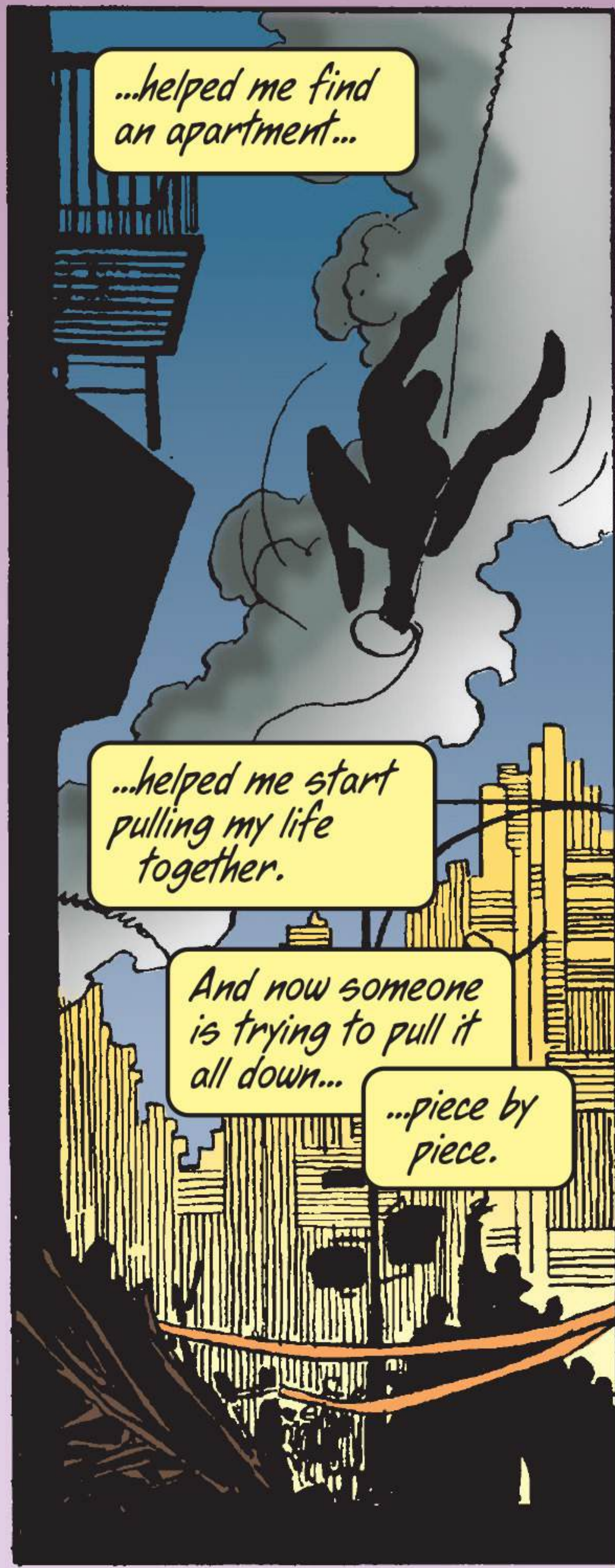
Shirley believes them!

She thinks I did it!

She trusted me... helped me when no one else would...



...gave me a job...



...helped me find an apartment...

...helped me start pulling my life together.

And now someone is trying to pull it all down...

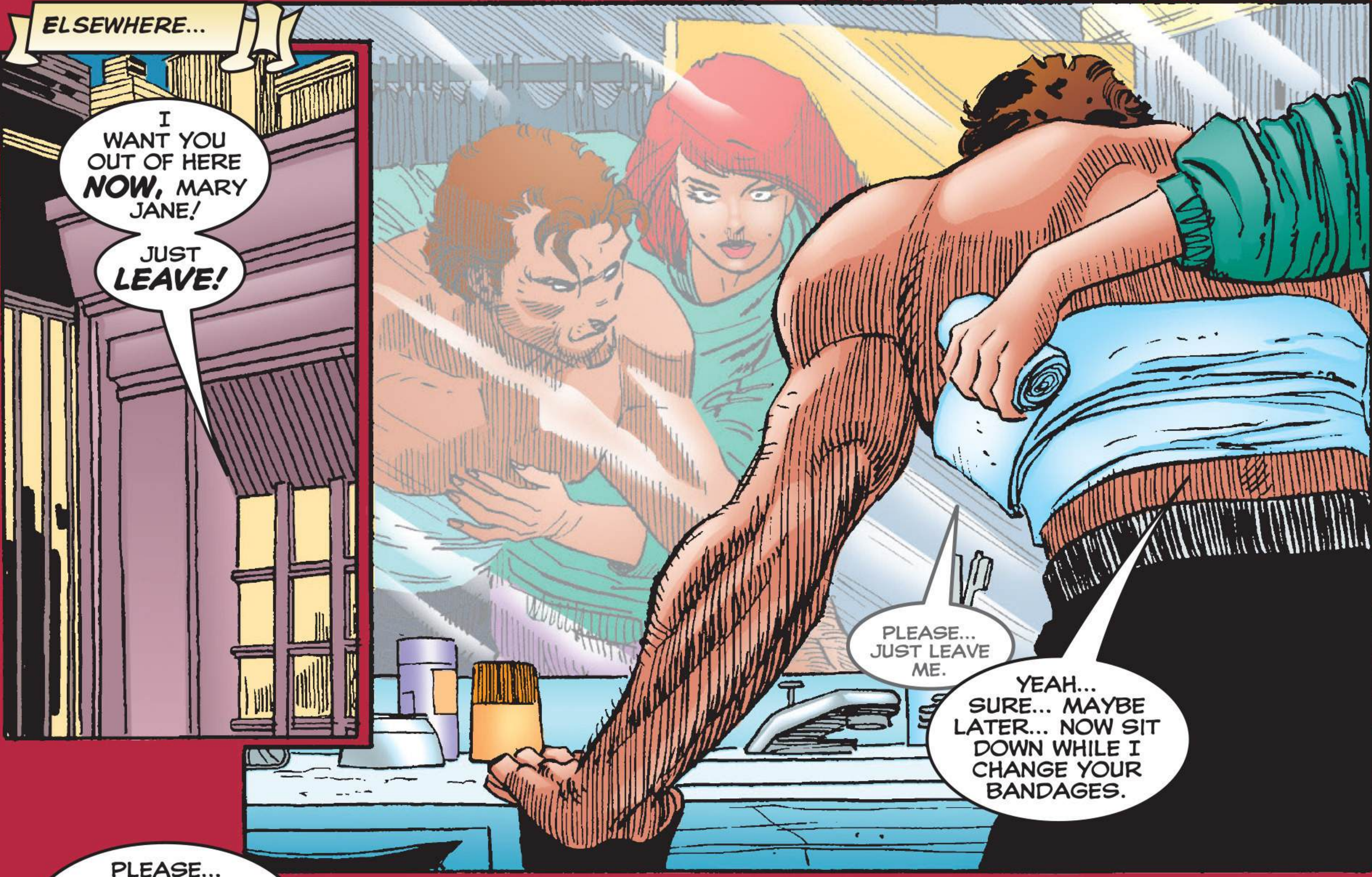
...piece by piece.



I'm going to find out who it is that's setting me up...

...and when I do...





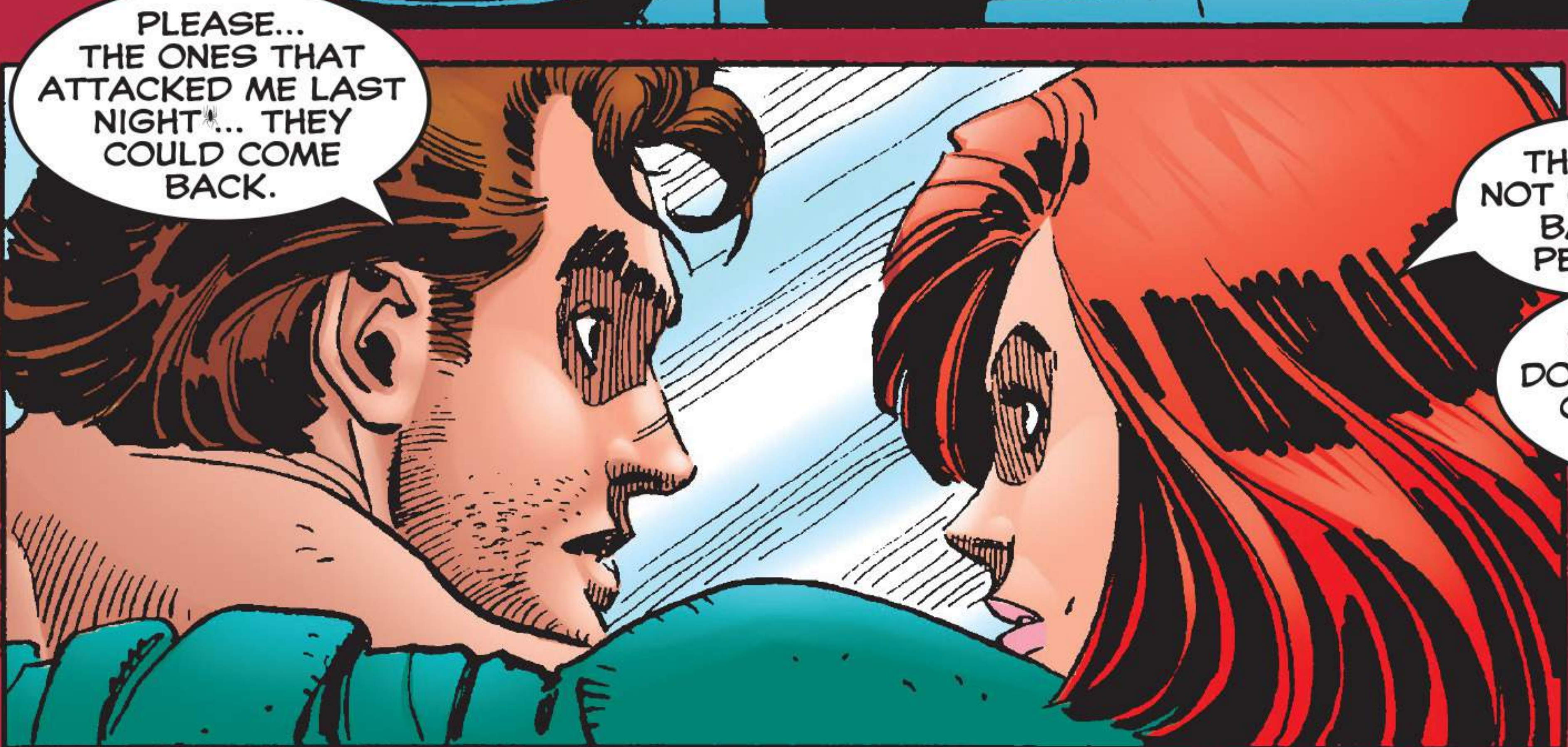
ELSEWHERE...

I WANT YOU OUT OF HERE NOW, MARY JANE!

JUST LEAVE!

PLEASE... JUST LEAVE ME.

YEAH... SURE... MAYBE LATER... NOW SIT DOWN WHILE I CHANGE YOUR BANDAGES.

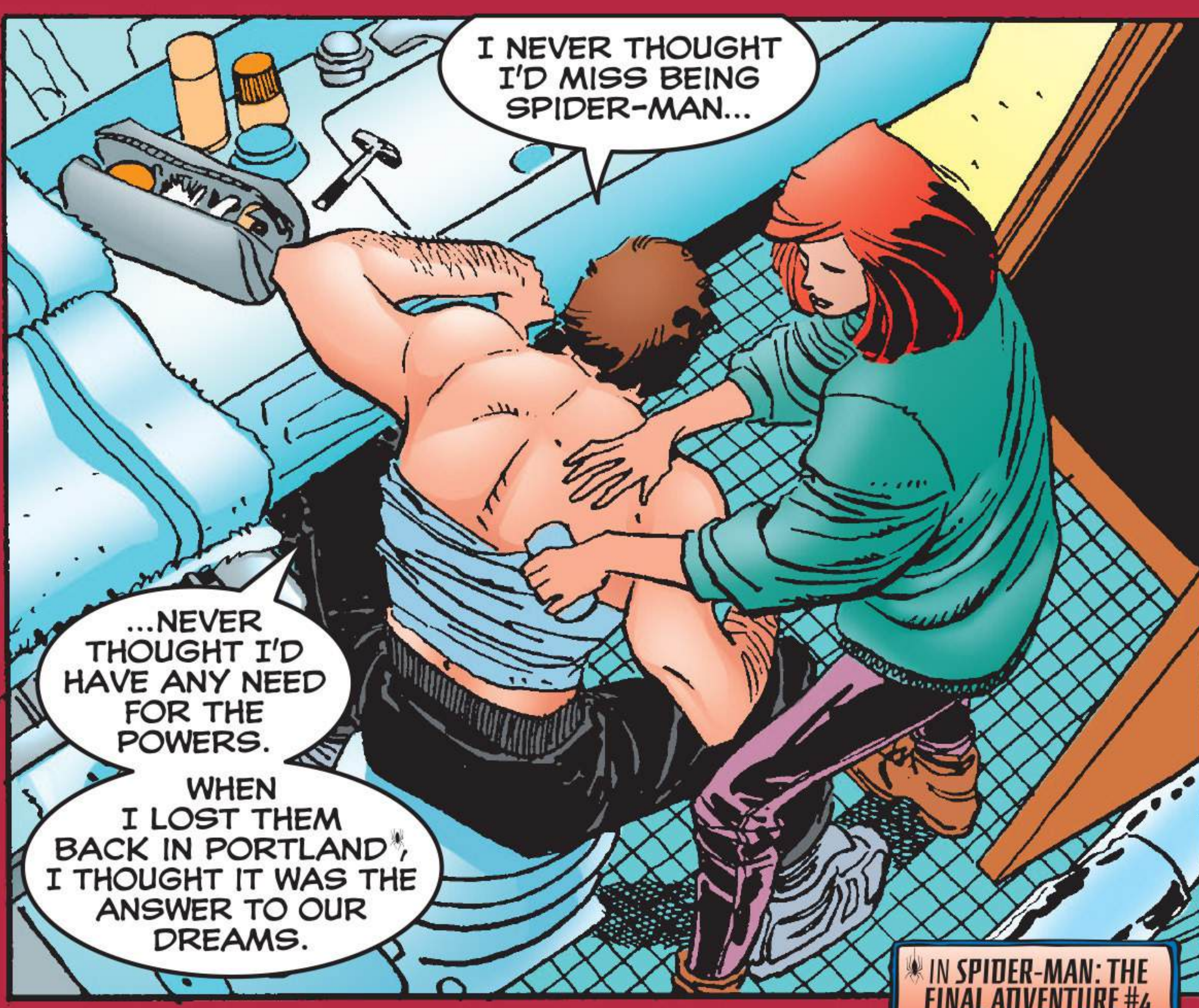


PLEASE... THE ONES THAT ATTACKED ME LAST NIGHT... THEY COULD COME BACK.

THEY'RE NOT COMING BACK, PETER.

NOW PLEASE... SIT DOWN AND LET ME CHANGE YOUR BANDAGES.

SEE AMAZING SPIDER-MAN #411 - Amazing Ralf



I NEVER THOUGHT I'D MISS BEING SPIDER-MAN...

...NEVER THOUGHT I'D HAVE ANY NEED FOR THE POWERS.

WHEN I LOST THEM BACK IN PORTLAND, I THOUGHT IT WAS THE ANSWER TO OUR DREAMS.

IN SPIDER-MAN: THE FINAL ADVENTURE #4 - Finally Ralf



NO MORE SPIDER-MAN... NO MORE RESPONSIBILITY.

JUST YOU, ME AND OUR CHILD LIVING HAPPILY EVER AFTER.



BUT THEN THE DREAM TURNED INTO A NIGHTMARE.

I THOUGHT THE TRIP BACK TO NEW YORK WOULD BE EASY.

GET IN TOUCH WITH BEN, CHECK OUT THE SKELETON IN THE SPIDER-MAN COSTUME THAT WAS FOUND IN THE JACKAL'S OLD LAB...

...AND PUT IT ALL BEHIND US.

BUT THE SKELETON THING GOT MORE COMPLICATED THAN I'D EVER IMAGINED...

...BEN AND I ARE ON THE OUTS...

...AND SOME SUPER-POWERED THUGS CALLING THEMSELVES **CELL-12** DECIDED TO THROW ME A BEATING.

AND I COULDN'T DO A THING ABOUT IT, MARY JANE.

I WANTED TO.

MY REFLEXES WERE SCREAMING OUT TO LAUNCH INTO ALL THE OLD SPIDER-MOVES, BUT...

...WHILE THE SPIRIT WAS WILLING...

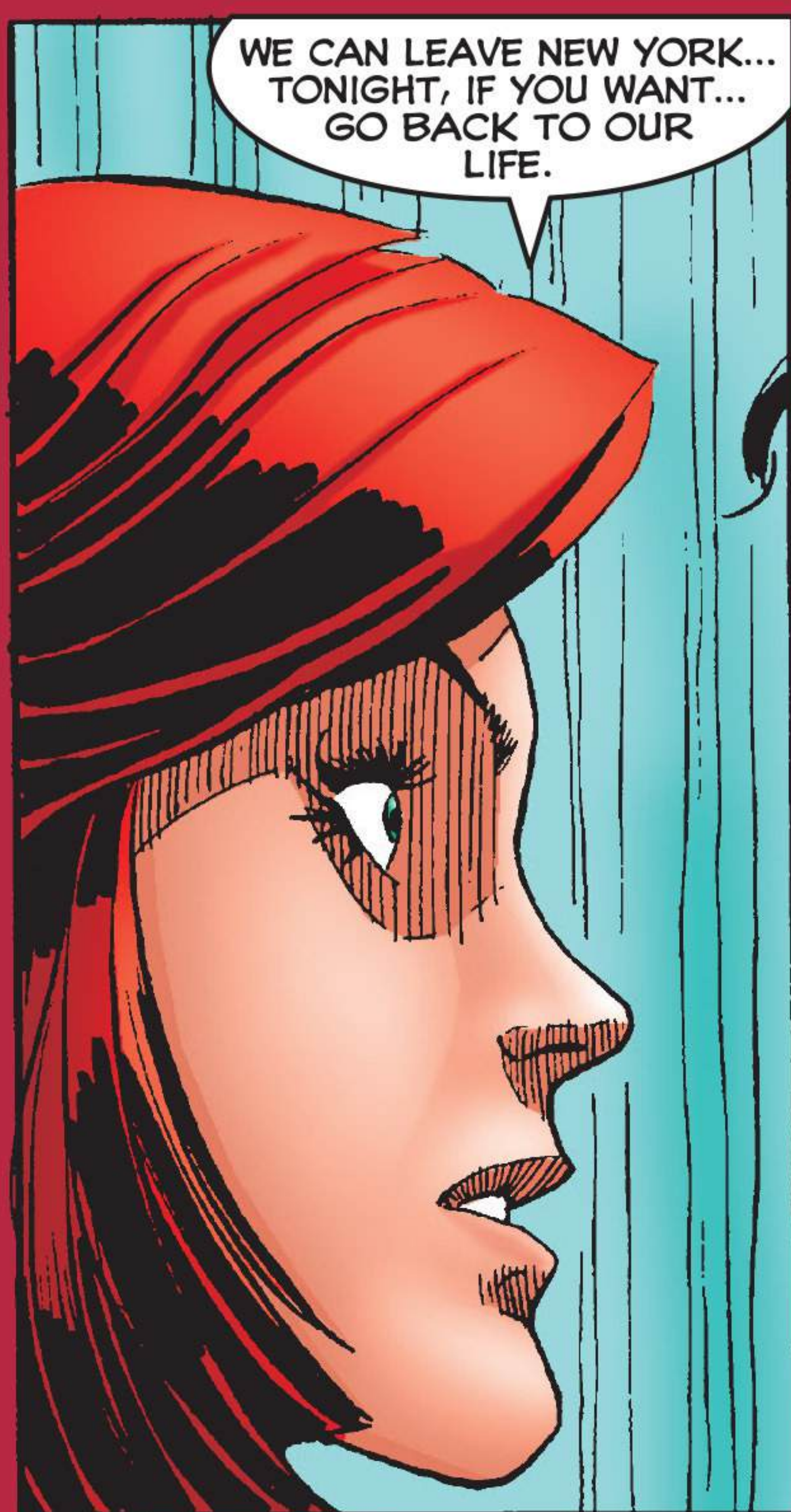
...THE BODY WAS UNABLE TO RESPOND.

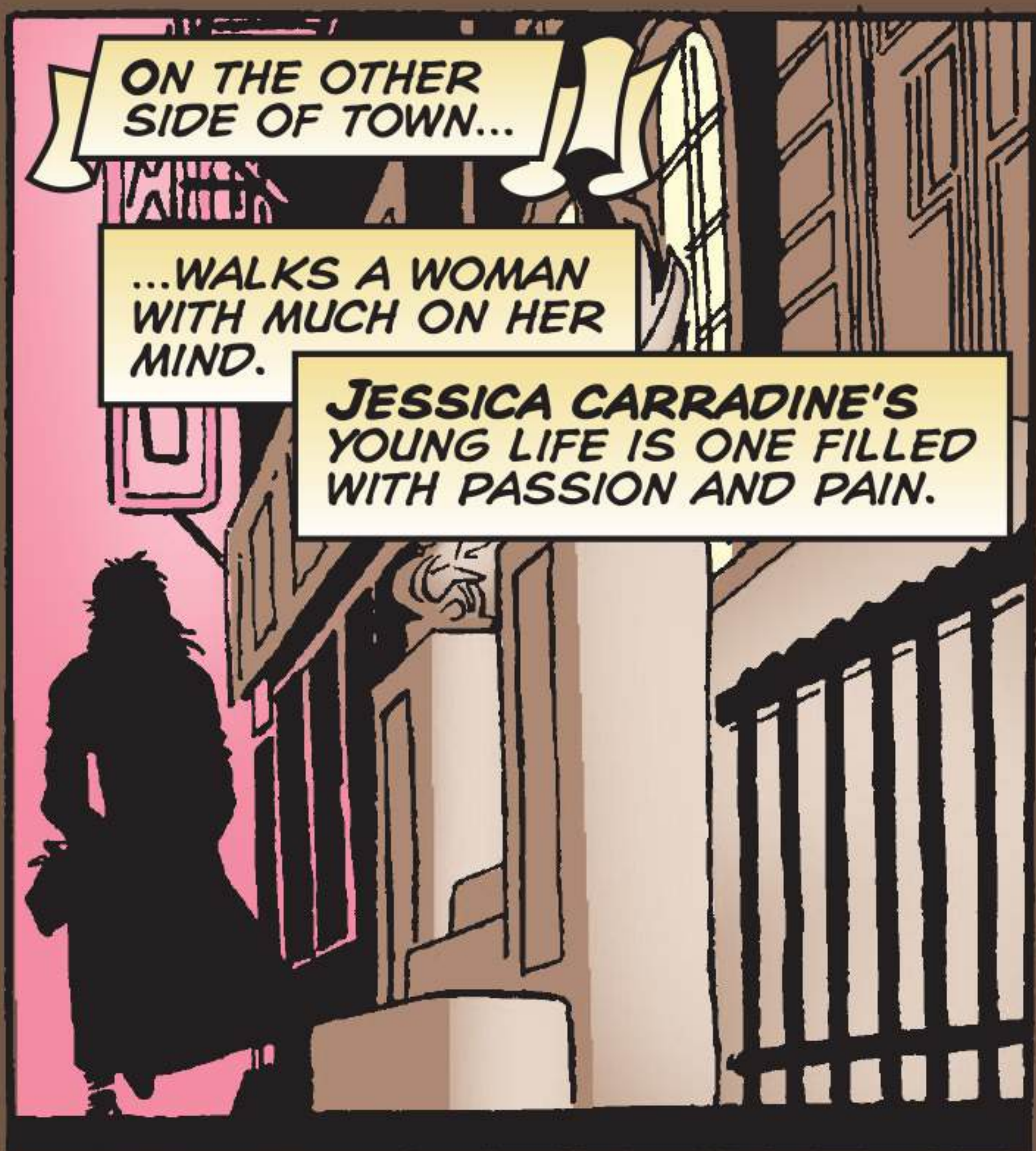
AND THE THING THAT HURTS MOST OF ALL IS THAT IT IS ALL SO REMINISCENT OF WHEN I WAS A KID.

PUNY PETER PARKER.

MOVING TARGET FOR EVERY BULLY IN THE SCHOOLYARD.

AND I'M AS HELPLESS NOW AS I WAS THEN.

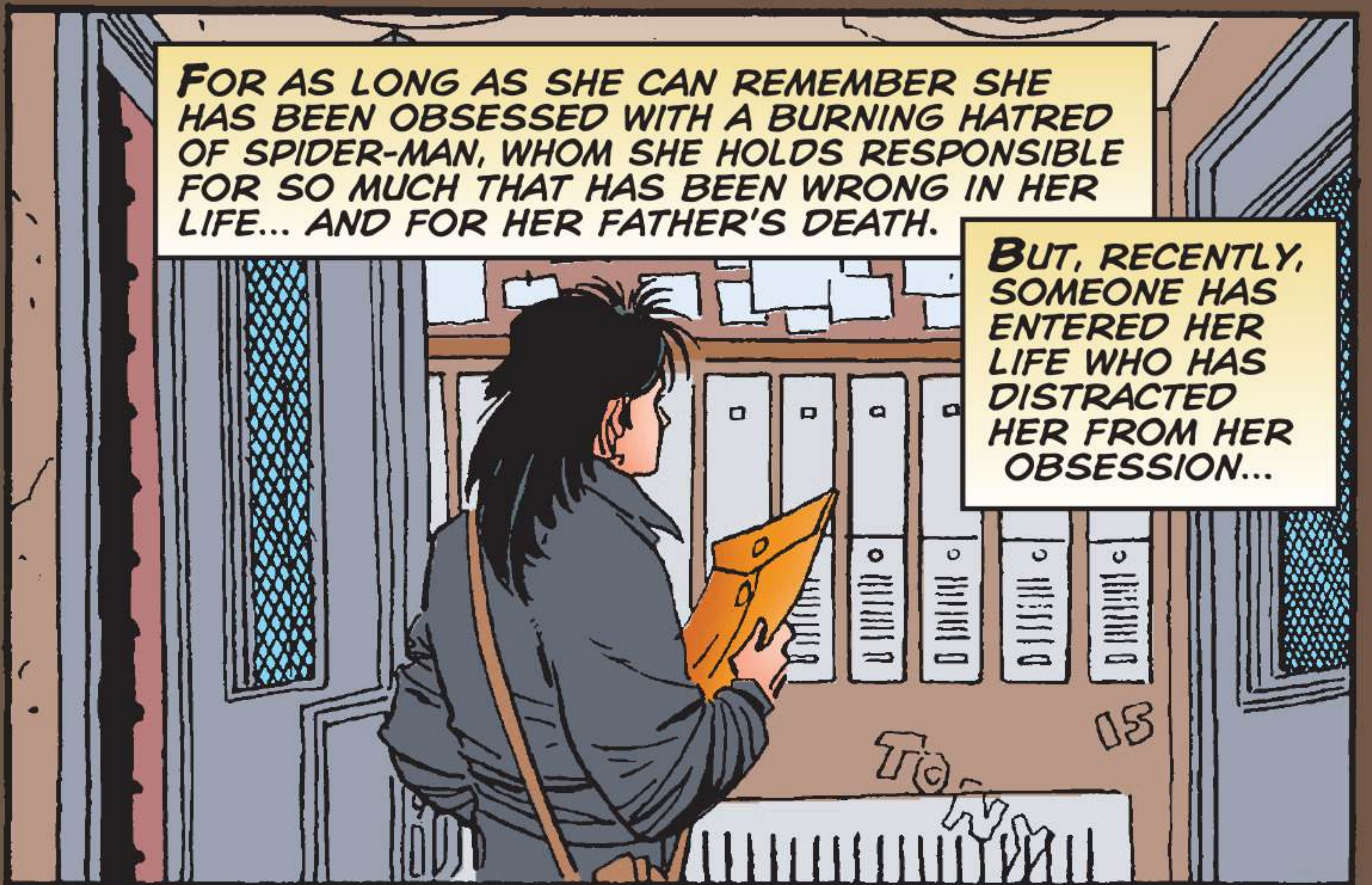




ON THE OTHER SIDE OF TOWN...

...WALKS A WOMAN WITH MUCH ON HER MIND.

JESSICA CARRADINE'S YOUNG LIFE IS ONE FILLED WITH PASSION AND PAIN.



FOR AS LONG AS SHE CAN REMEMBER SHE HAS BEEN OBSESSED WITH A BURNING HATRED OF SPIDER-MAN, WHOM SHE HOLDS RESPONSIBLE FOR SO MUCH THAT HAS BEEN WRONG IN HER LIFE... AND FOR HER FATHER'S DEATH.

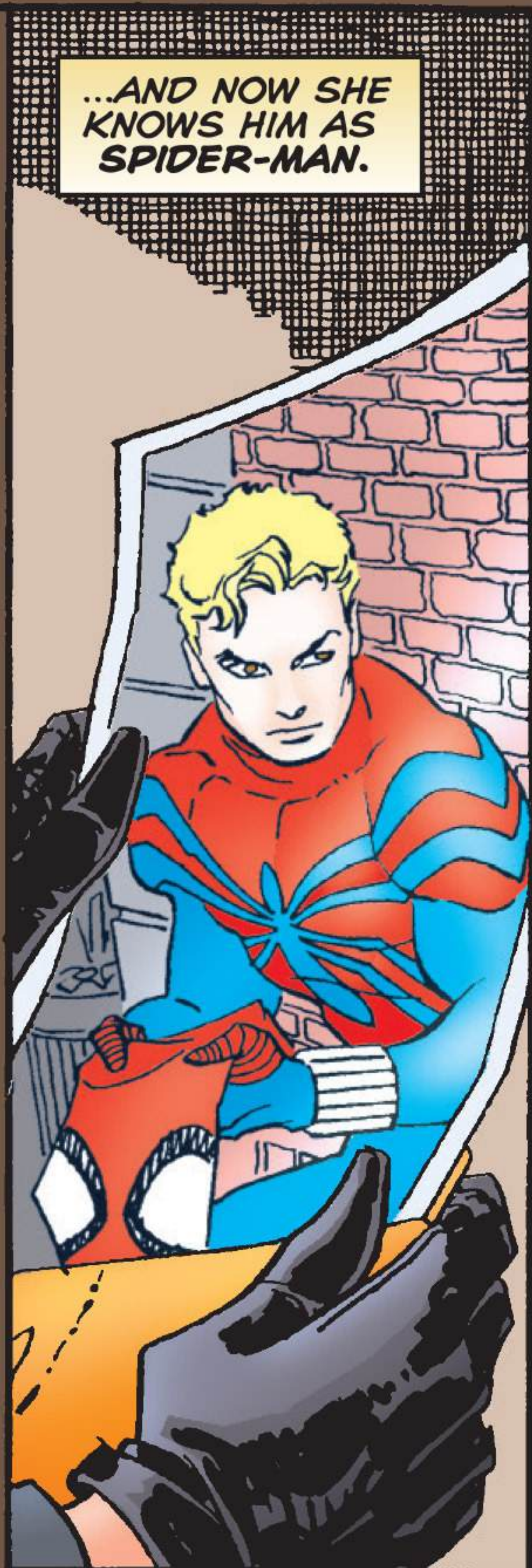
BUT, RECENTLY, SOMEONE HAS ENTERED HER LIFE WHO HAS DISTRACTED HER FROM HER OBSESSION...



...GIVEN HER REASON TO LOVE INSTEAD OF HATE.

SHE HAS KNOWN HIM AS BEN REILLY...

...BUT, SEVERAL NIGHTS AGO, SHE CAUGHT HIM ON FILM...

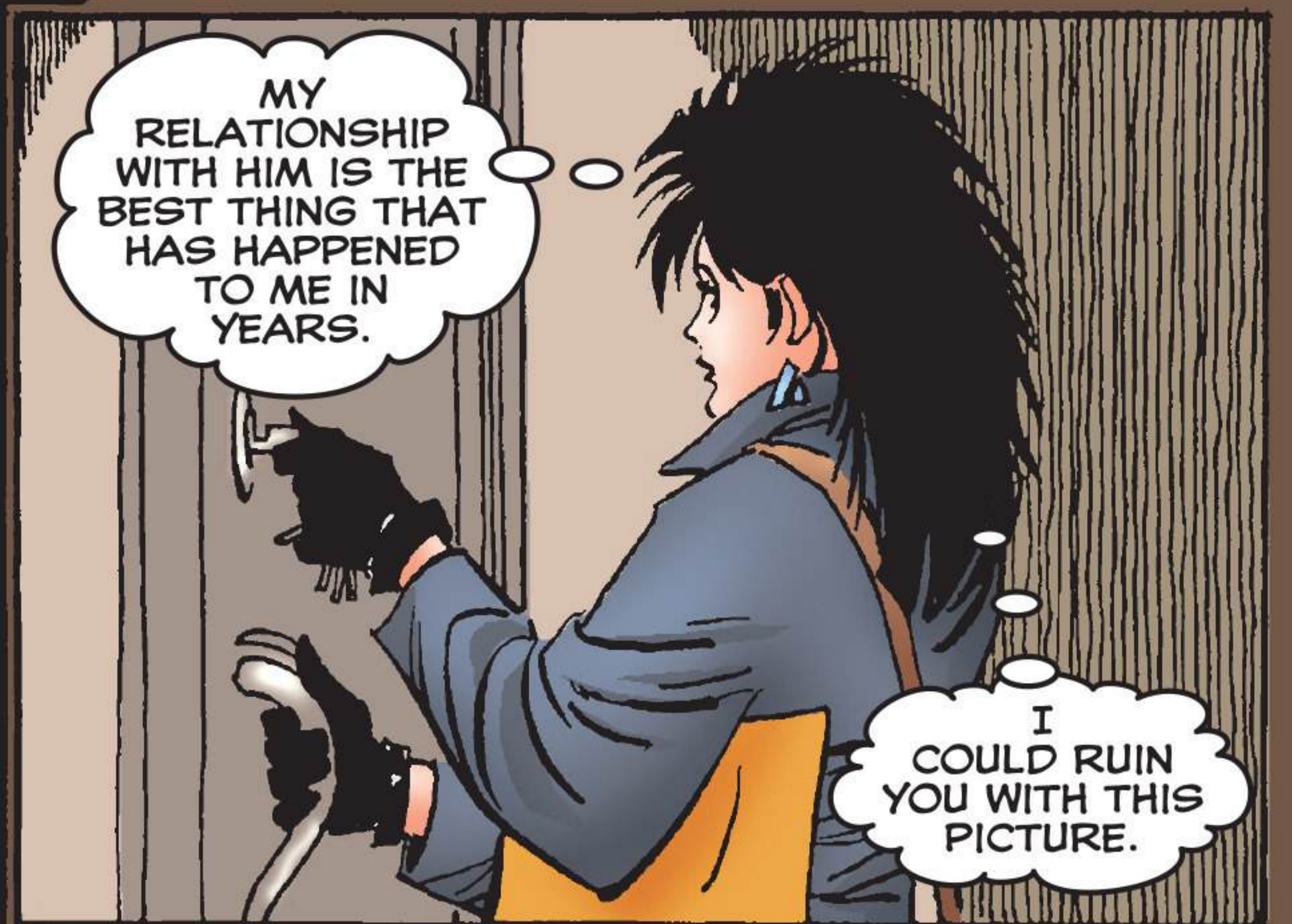


...AND NOW SHE KNOWS HIM AS SPIDER-MAN.



Oh, BEN... WHAT AM I GOING TO DO?

I NEVER MEANT FOR THIS TO HAPPEN.



MY RELATIONSHIP WITH HIM IS THE BEST THING THAT HAS HAPPENED TO ME IN YEARS.

I COULD RUIN YOU WITH THIS PICTURE.



IT'S WHAT I ALWAYS WANTED...

...BUT I CARE FOR YOU.

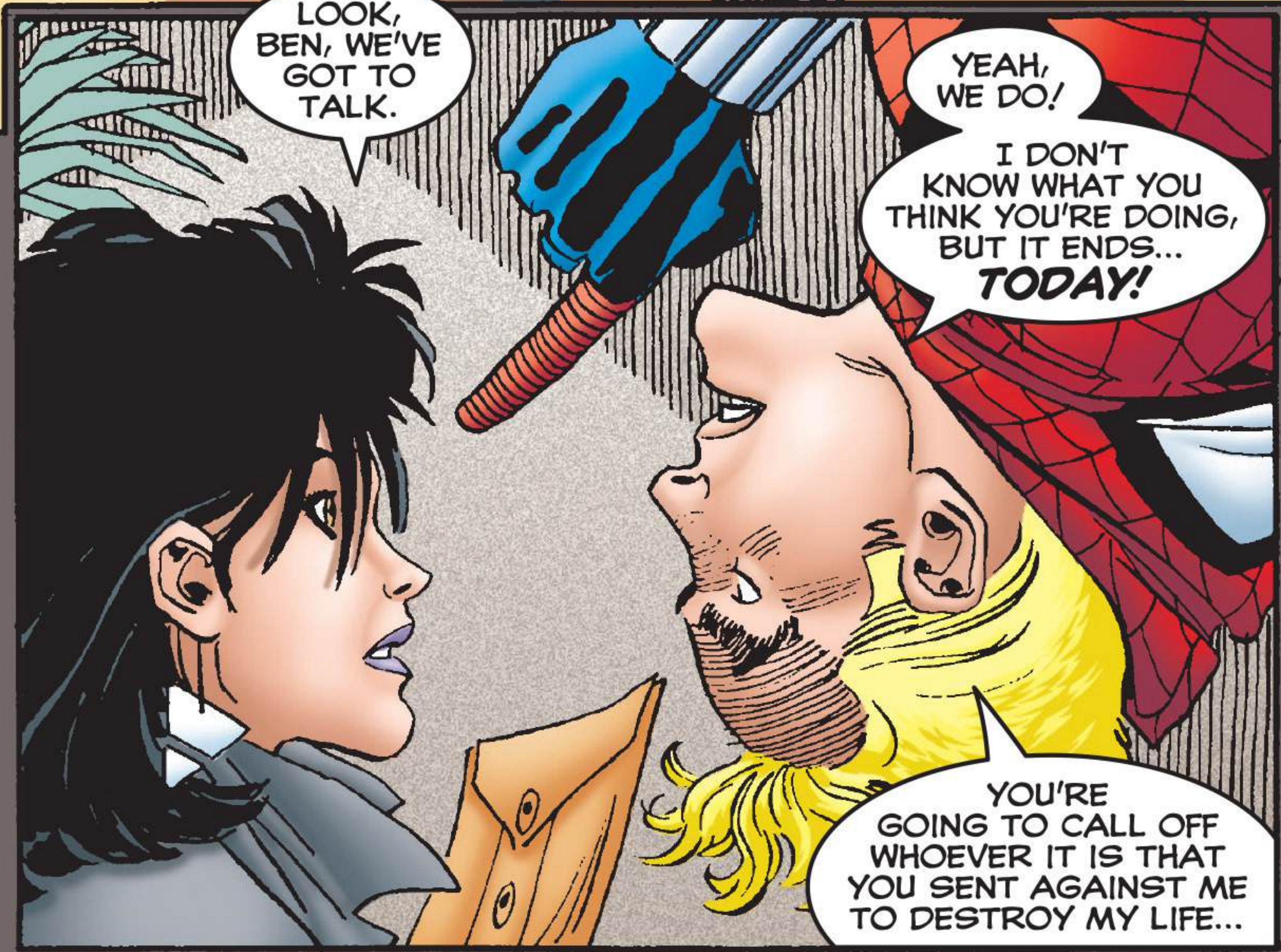
AND I CAN'T DO IT.



SPIDER-M --
er, **BEN?**!

HOW
DID YOU...?

YOU
REALLY
SHOULD LOCK
YOUR WINDOWS...
THIS CITY IS
DANGEROUS.

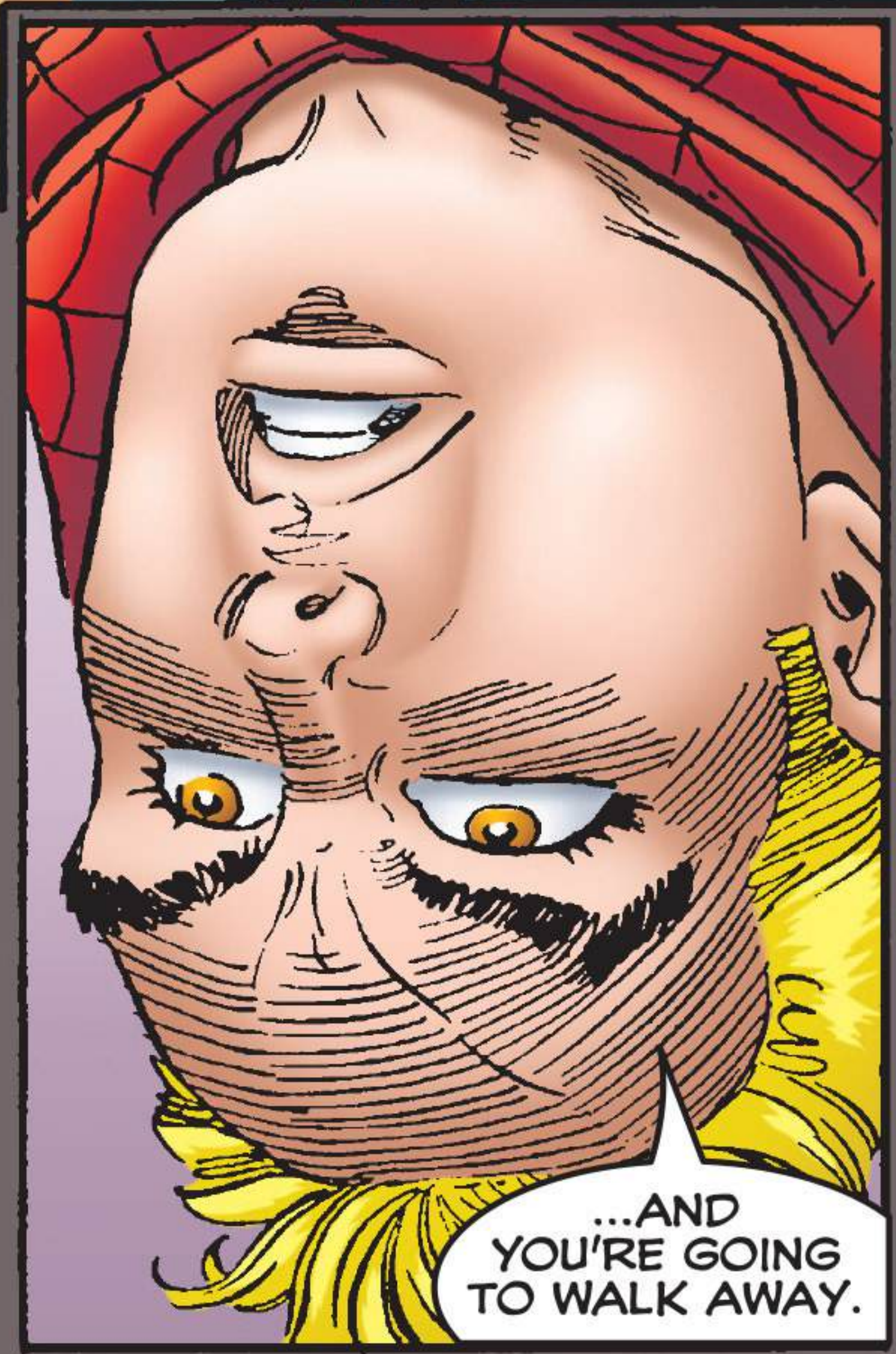


LOOK,
BEN, WE'VE
GOT TO
TALK.

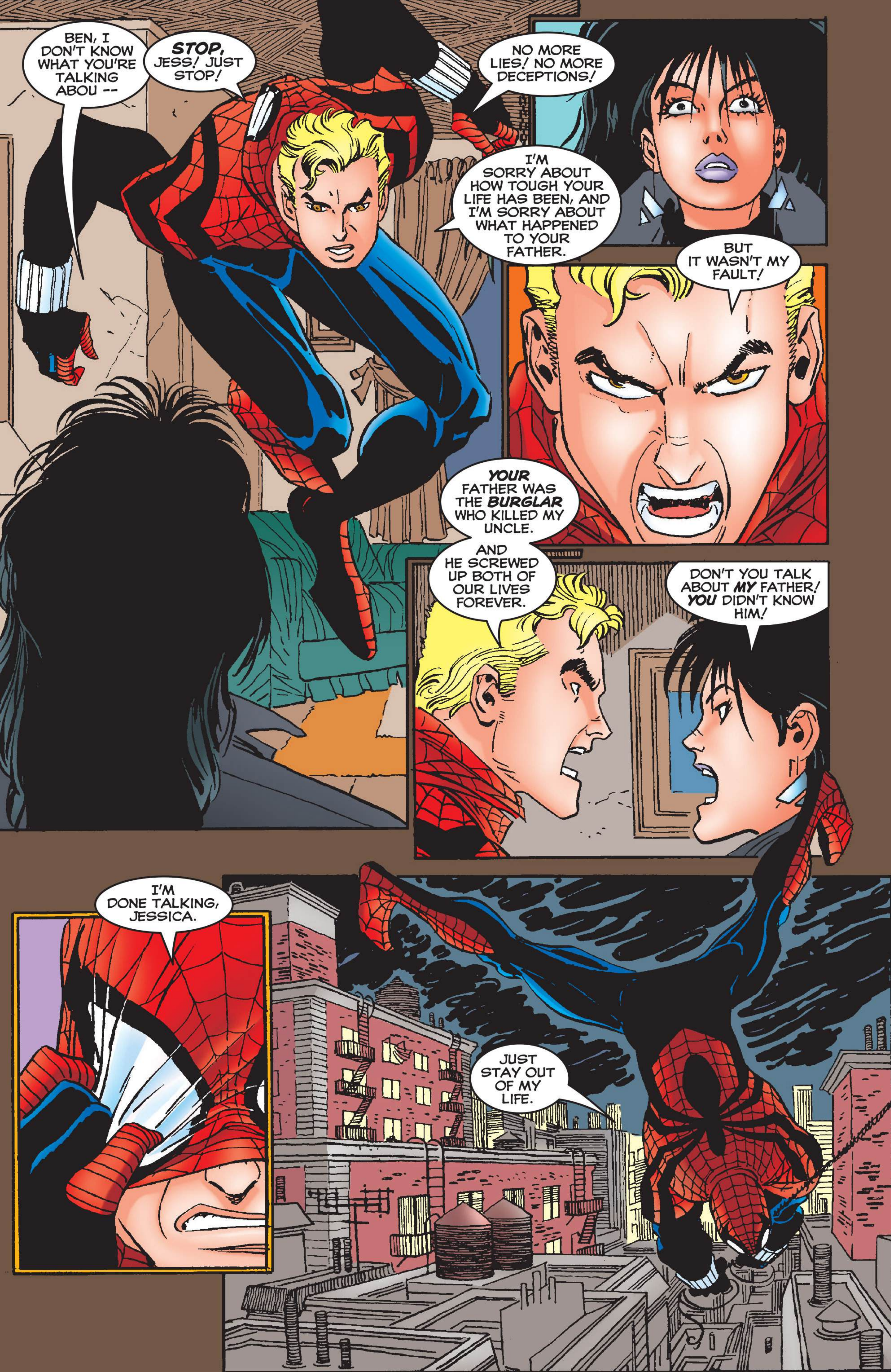
YEAH,
WE DO!

I DON'T
KNOW WHAT YOU
THINK YOU'RE DOING,
BUT IT ENDS...
TODAY!

YOU'RE
GOING TO CALL OFF
WHOEVER IT IS THAT
YOU SENT AGAINST ME
TO DESTROY MY LIFE...



...AND
YOU'RE GOING
TO WALK AWAY.



BEN, I
DON'T KNOW
WHAT YOU'RE
TALKING
ABOUT --

STOP,
JESS! JUST
STOP!

NO MORE
LIES! NO MORE
DECEPTIONS!

I'M
SORRY ABOUT
HOW TOUGH YOUR
LIFE HAS BEEN, AND
I'M SORRY ABOUT
WHAT HAPPENED
TO YOUR
FATHER.

BUT
IT WASN'T MY
FAULT!

YOUR
FATHER WAS
THE **BURGLAR**
WHO KILLED MY
UNCLE.

AND
HE SCREWED
UP BOTH OF
OUR LIVES
FOREVER.

DON'T YOU TALK
ABOUT **MY** FATHER!
YOU DIDN'T KNOW
HIM!

I'M
DONE TALKING,
JESSICA.

JUST
STAY OUT
OF MY
LIFE.

A SHORT
TIME LATER...

NOW there's almost no one
I can turn to... no one I can
trust anymore.

The one person I DO
trust... with my life...
is missing.

And I can't help but think
his disappearance has got
something to do with all the
garbage that's coming down
on my life right now.

If I were to blame for
something happening to
SEWARD...

After all he's done for me
over the past five years...
pulling me out of the lowest
period of my life... being a
friend... I'd be devastated!

I've got to
to find him.

The spider-tracer I planted
on his equipment as it was
being moved the other night
will lead me right to him.

But before I do that...
there's something I've
got to get off my chest.

SEE AMAZING
SPIDER-MAN
#411 - Rolf

THOK
THOK

BEN?
THIS
ISN'T REALLY
A GOOD
TIME.

THIS
WON'T TAKE
LONG.

I JUST
WANTED TO
TELL YOUR HUSBAND
THAT I'VE GOT A LEAD
ON SEWARD. I'M GOING
TO FIND HIM... I'M GOING
TO GET THE TRUTH...
AND I'M GOING
TO DO IT **MY**
WAY.

I'M
GOING TO
PROVE TO
PETER, ONCE AND
FOR ALL, THAT
SEWARD DIDN'T
INTERFERE WITH
THE TEST
RESULTS.

AND
THAT I
AM THE
REAL PETER
PARKER.

I DON'T DOUBT
IT, BEN, BUT...
...TAKE
A LOOK AT
ME.

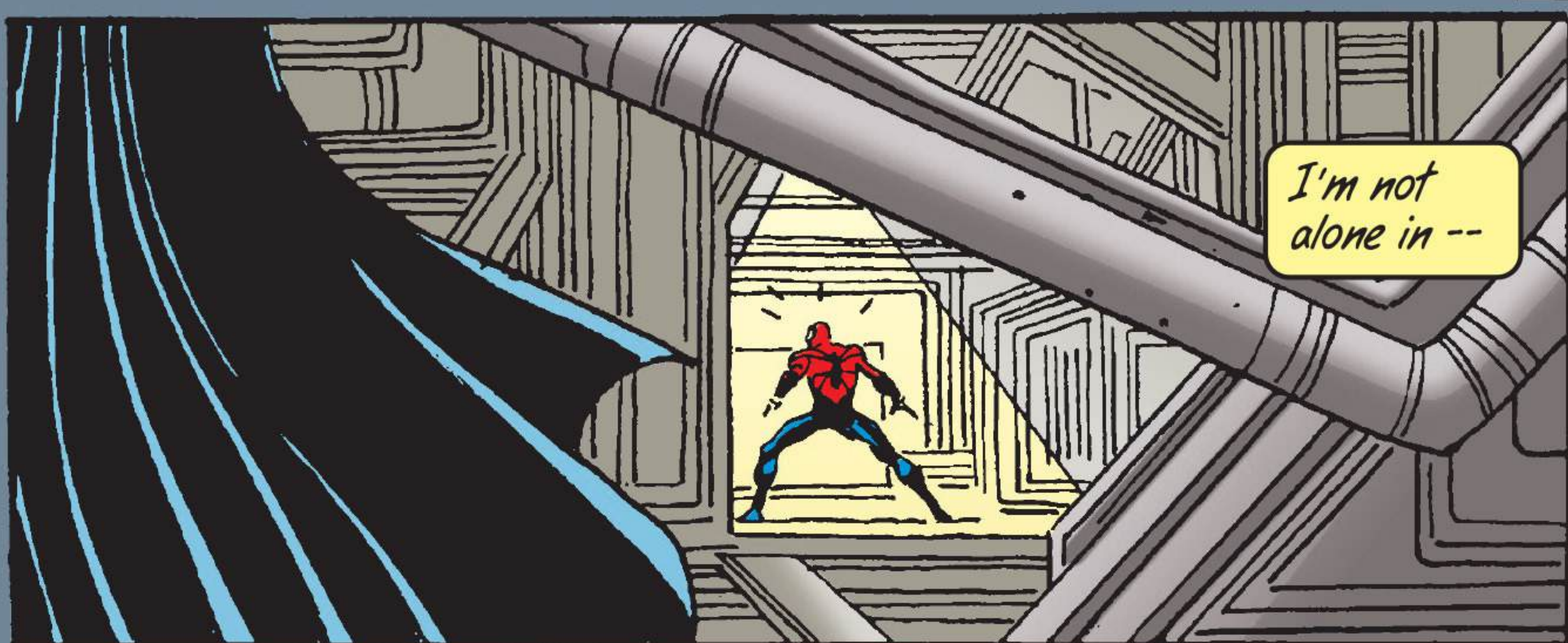
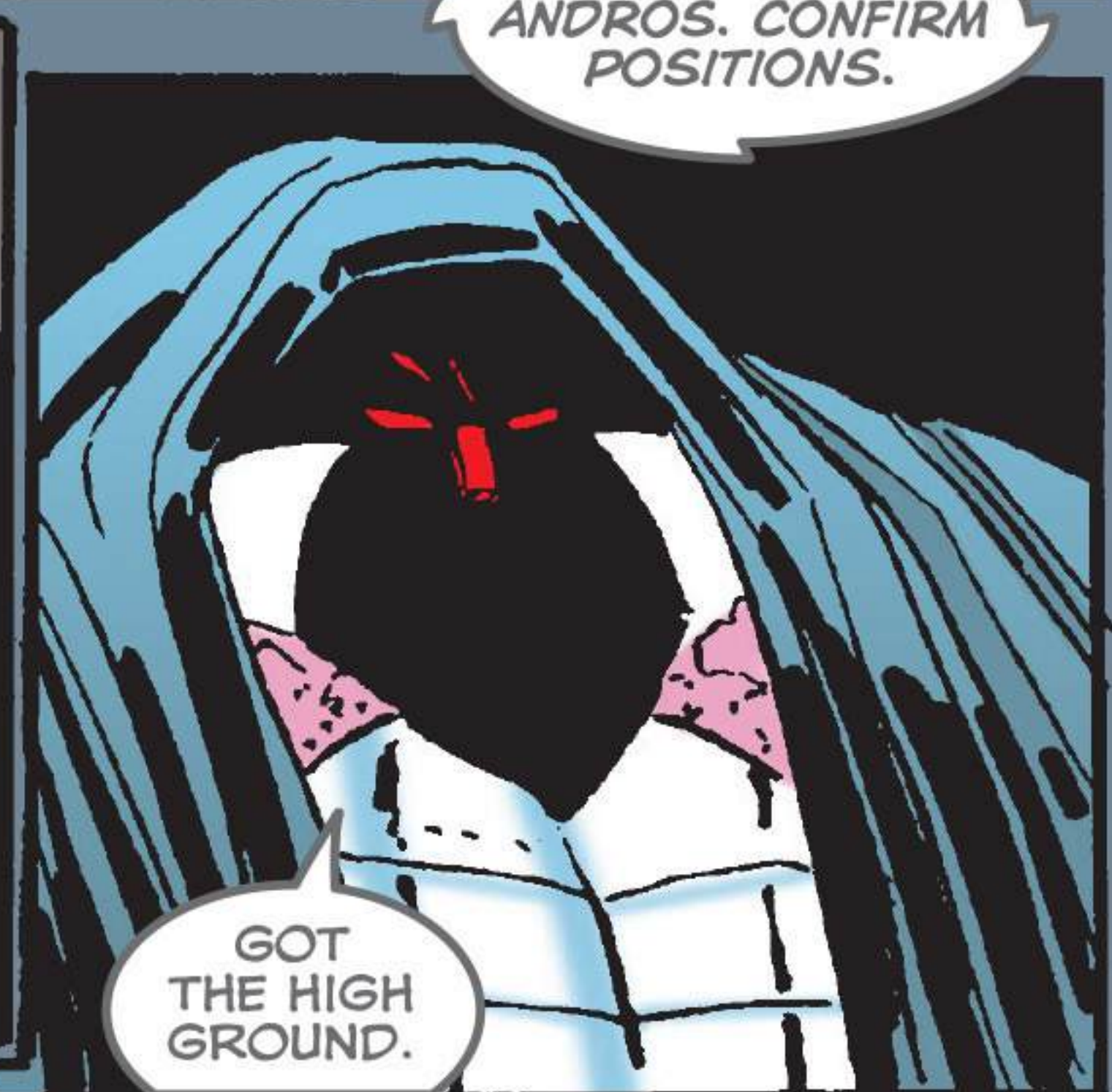
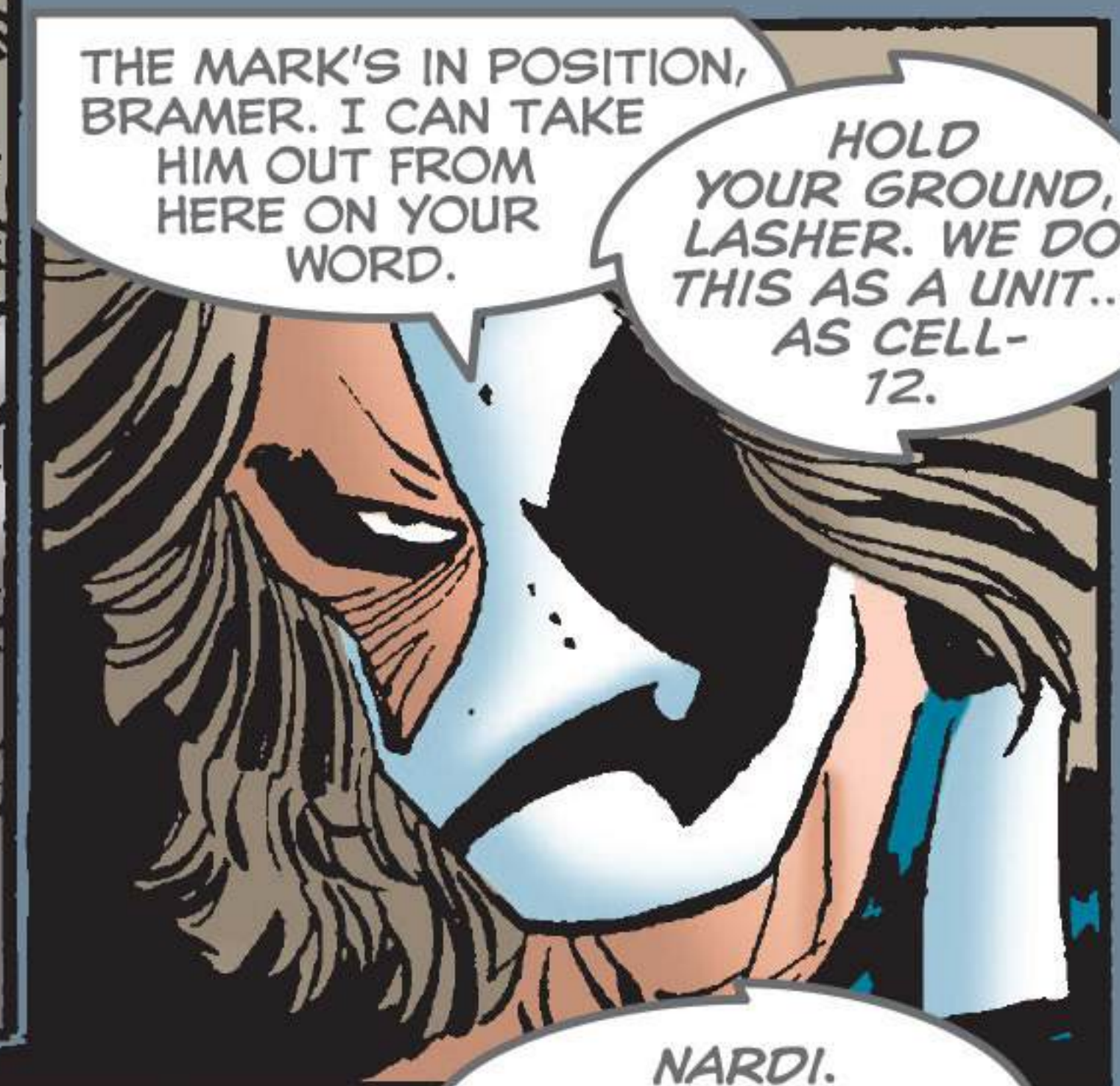
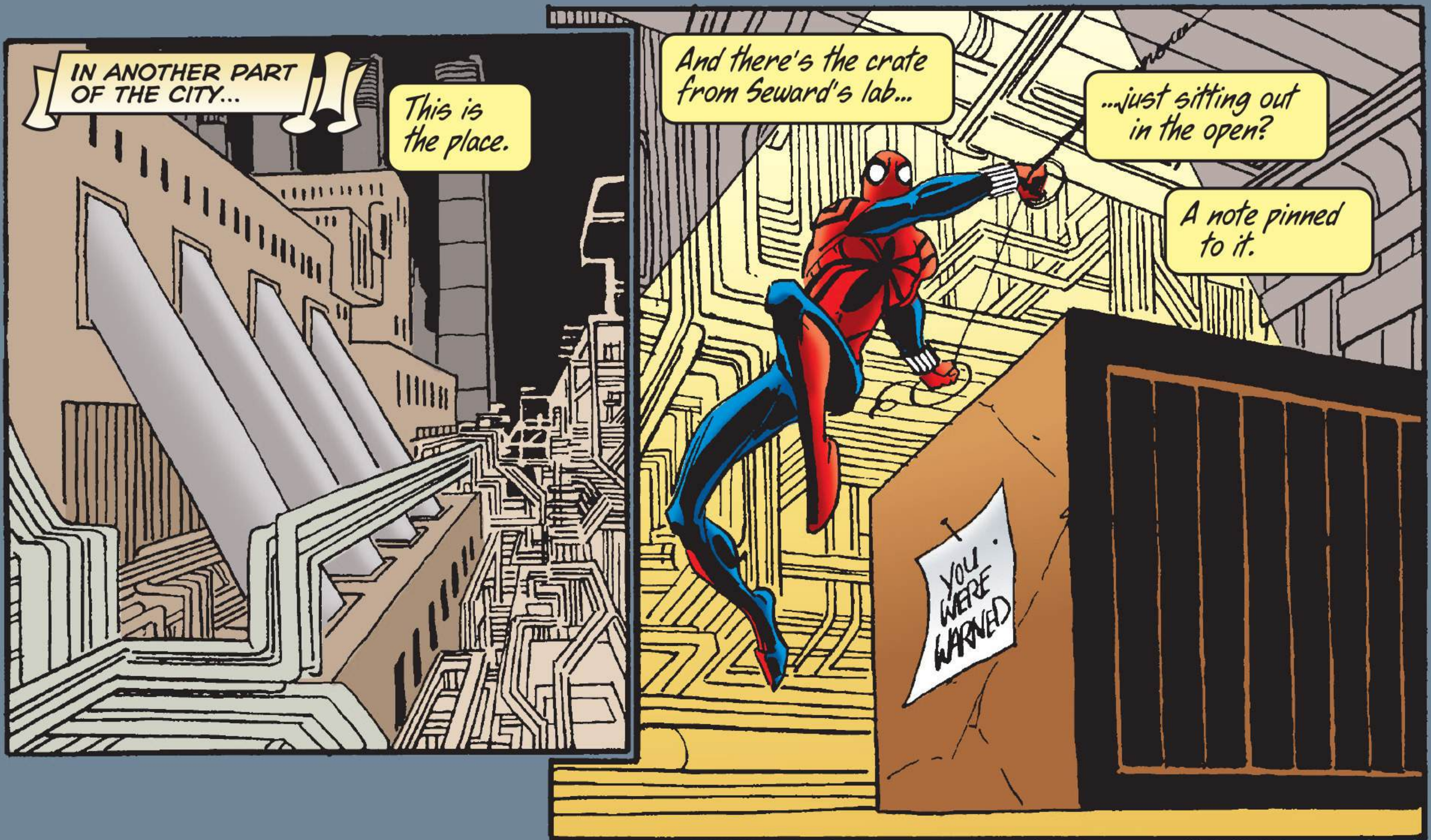
SEE THE
BRUISES AND
CONTUSIONS?

THIS IS WHAT I GOT FOR
GETTING TOO CLOSE TO
YOUR FRIEND, Dr. TRAINER
AND THE MULTIVEX
CORPORATION.

WHAT DO
YOU THINK OF
YOUR FRIEND
NOW?

I STILL
THINK OF
HIM AS A
FRIEND.

AND
I'M STILL
GOING TO
PROVE YOU
WRONG!





TAKE HIM DOWN!

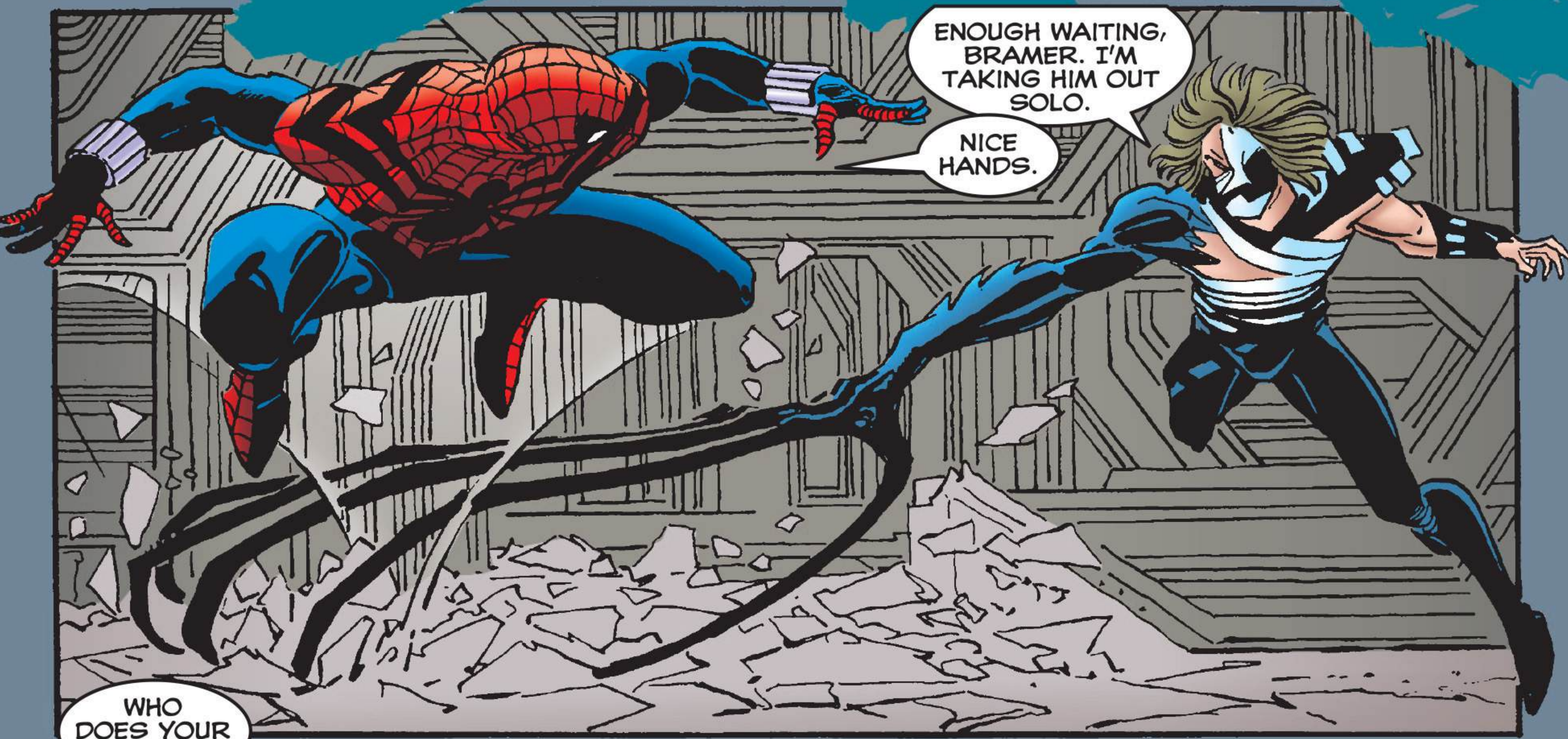


...MOVE!

High-impact pulse burst leaving a crater exactly where I was.

Obviously up against professionals.

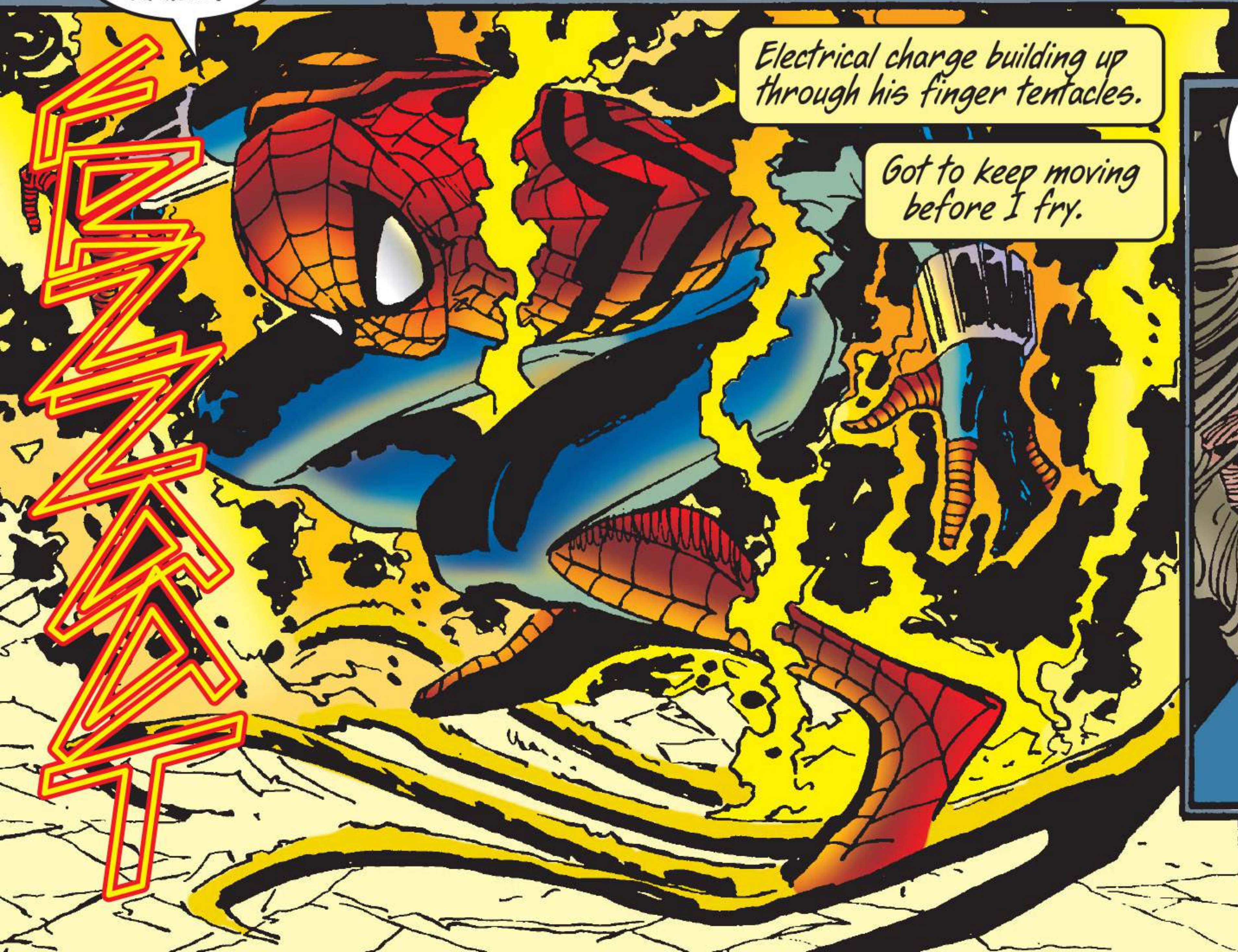
Let's see if I can draw them out of the shadows --



ENOUGH WAITING, BRAMER. I'M TAKING HIM OUT SOLO.

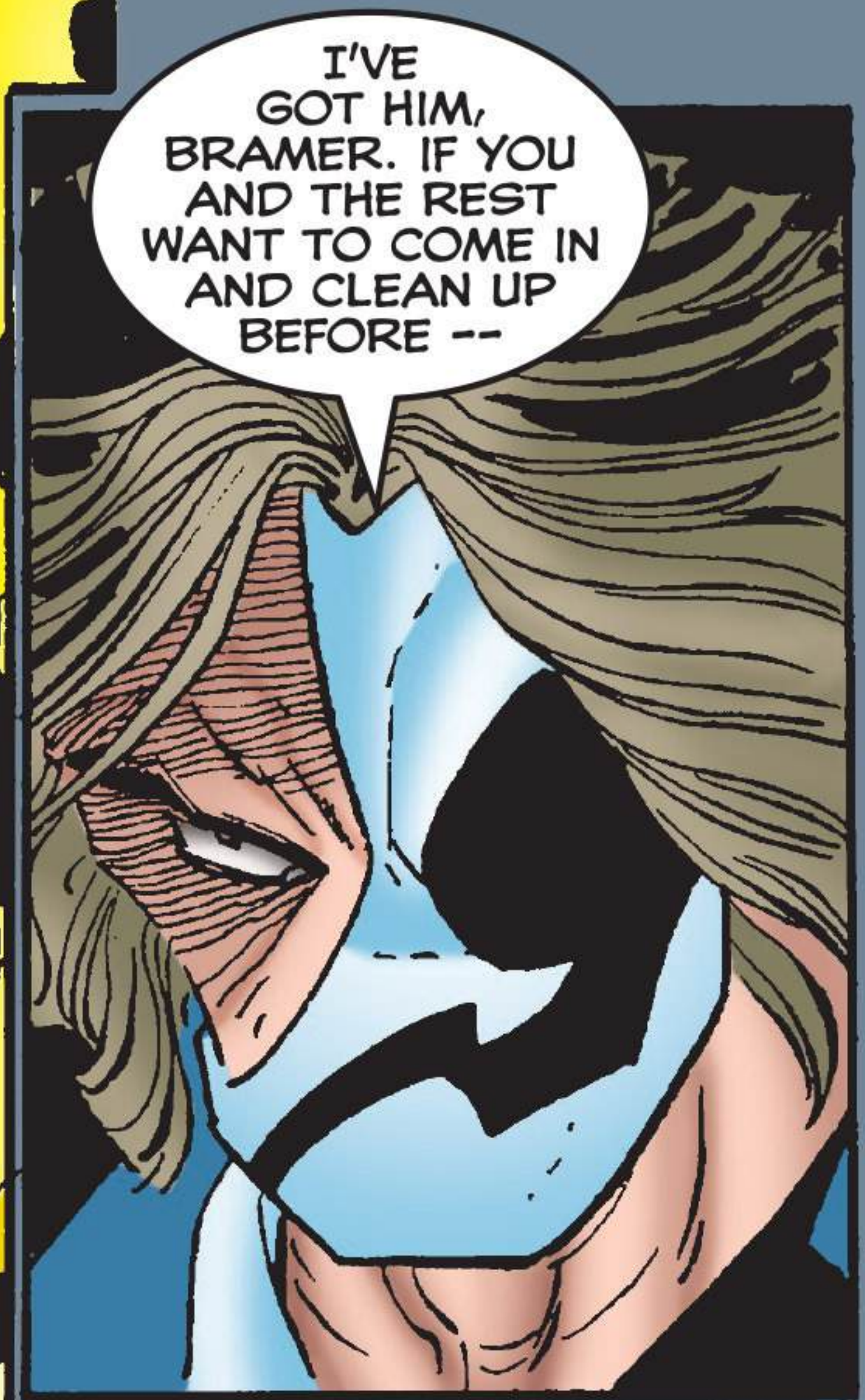
NICE HANDS.

WHO DOES YOUR NAILS?

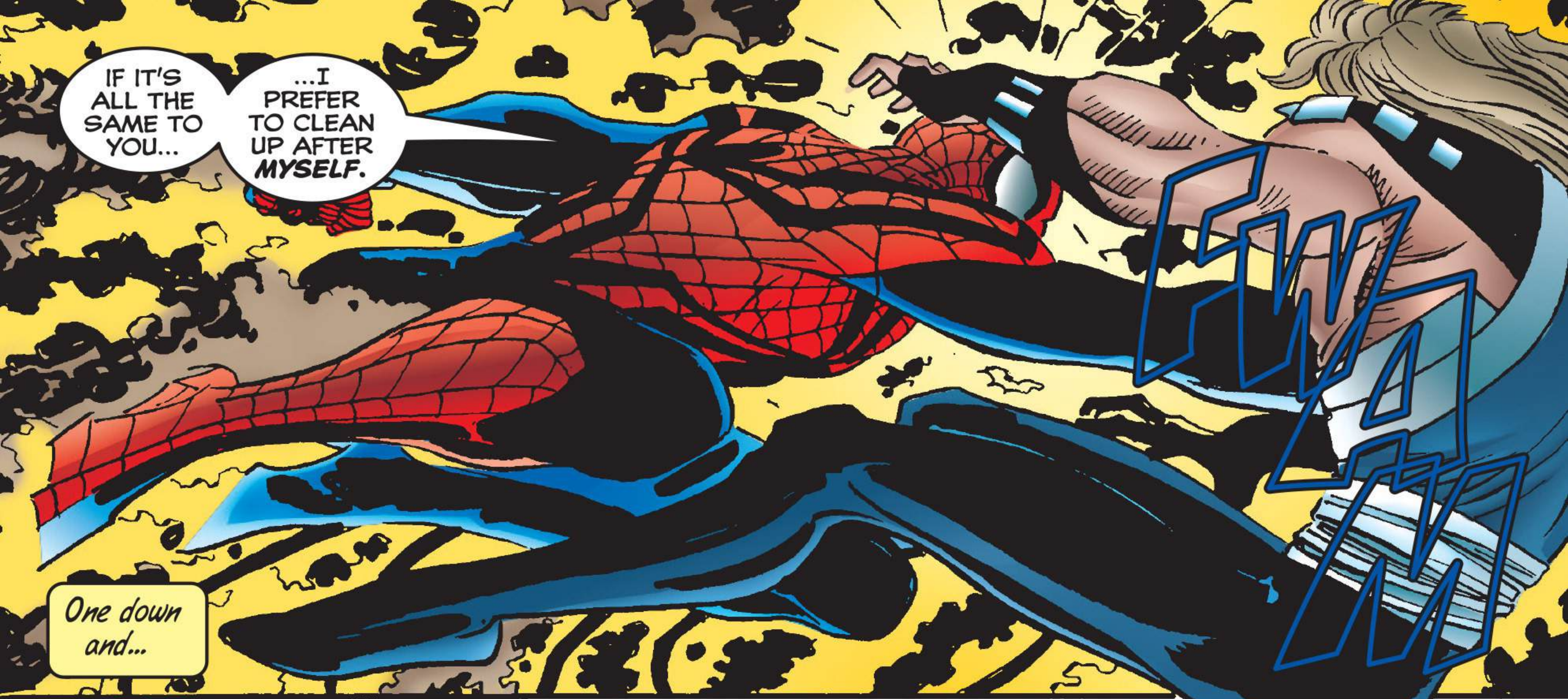


Electrical charge building up through his finger tentacles.

Got to keep moving before I fry.



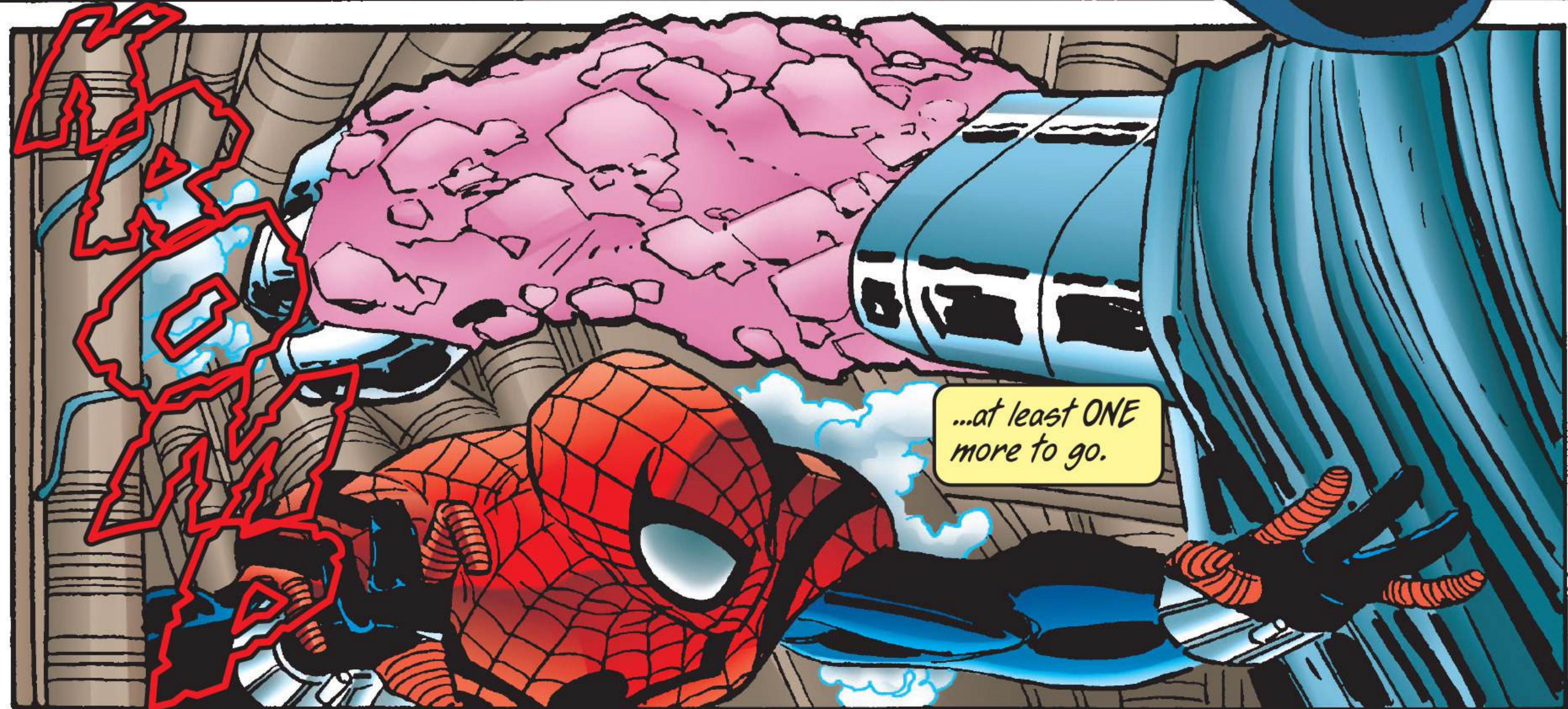
I'VE GOT HIM, BRAMER. IF YOU AND THE REST WANT TO COME IN AND CLEAN UP BEFORE --



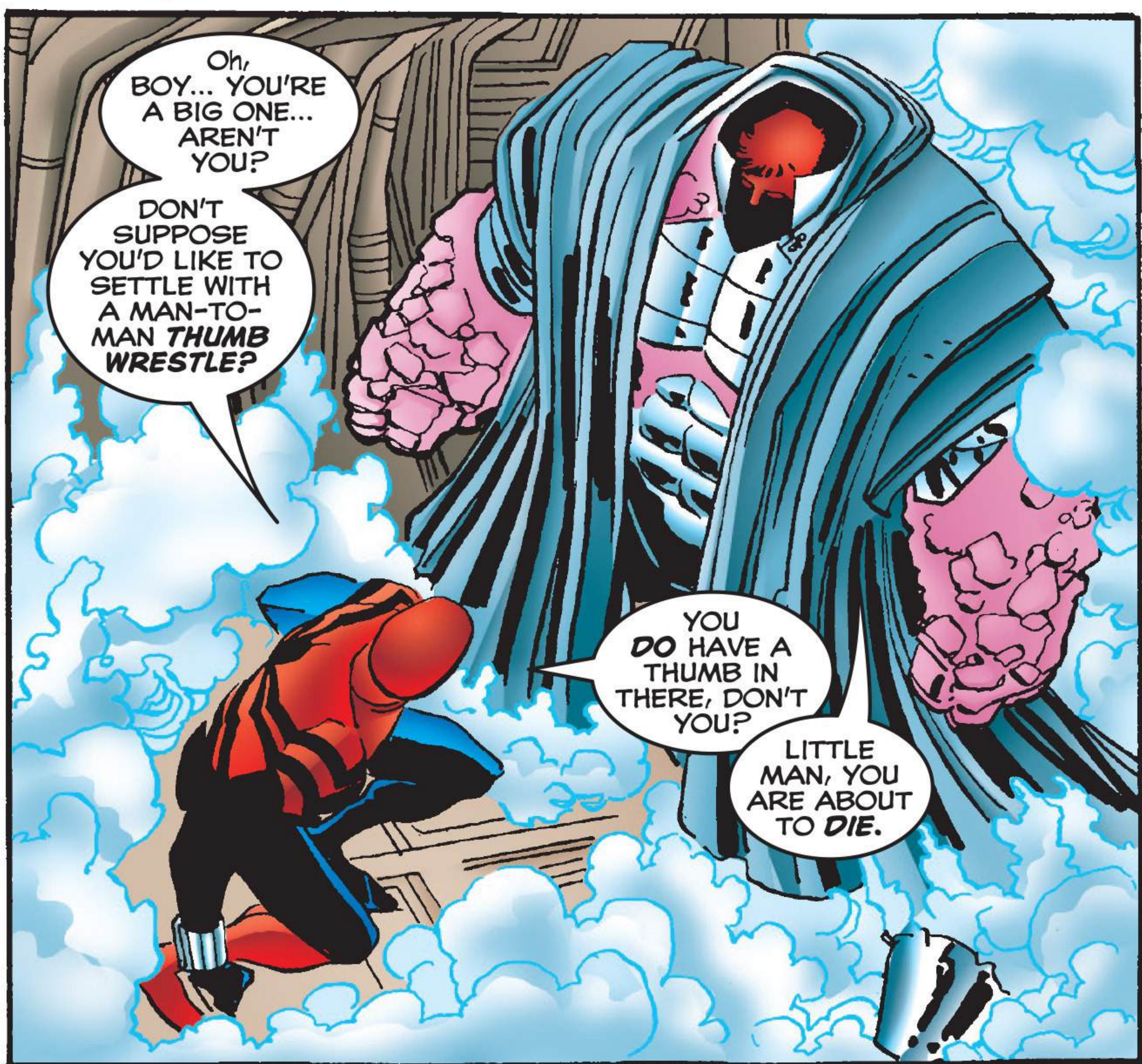
IF IT'S ALL THE SAME TO YOU...

...I PREFER TO CLEAN UP AFTER MYSELF.

One down and...



...at least ONE more to go.

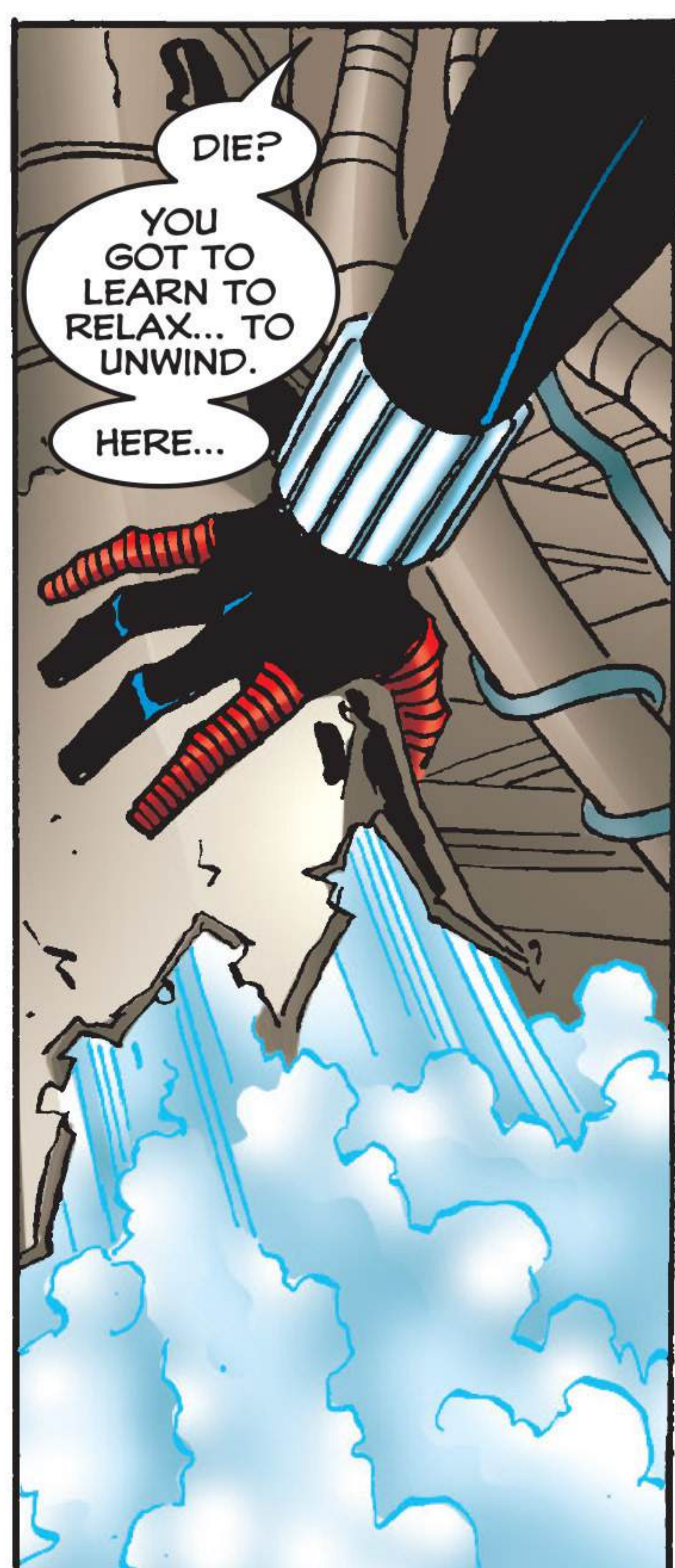


Oh, BOY... YOU'RE A BIG ONE... AREN'T YOU?

DON'T SUPPOSE YOU'D LIKE TO SETTLE WITH A MAN-TO-MAN **THUMB WRESTLE?**

YOU **DO** HAVE A THUMB IN THERE, DON'T YOU?

LITTLE MAN, YOU ARE ABOUT TO **DIE**.



DIE?

YOU GOT TO LEARN TO RELAX... TO UNWIND.

HERE...



YEAARGH!



Two down.

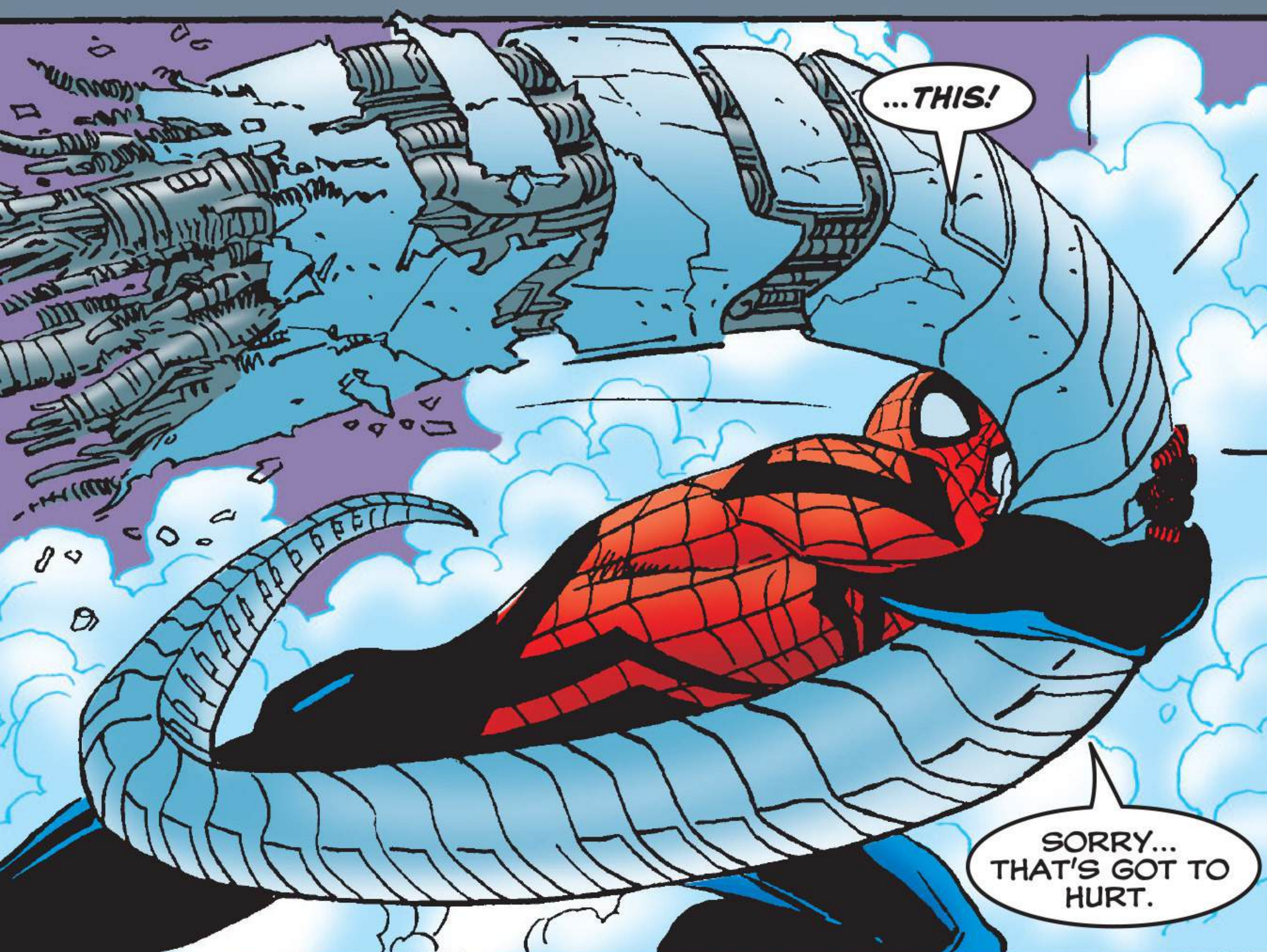
And the next one is using the steam to sneak up and lash out...



...HERE!

AND A TAIL, NO LESS.

OKAY, SINCE THE OTHER TWO GENTLEMEN SEEMED TO BE **CYBERNETICALLY ENHANCED**, I'M THINKING THE BEST TACTIC TO TAKE WITH YOU IS...

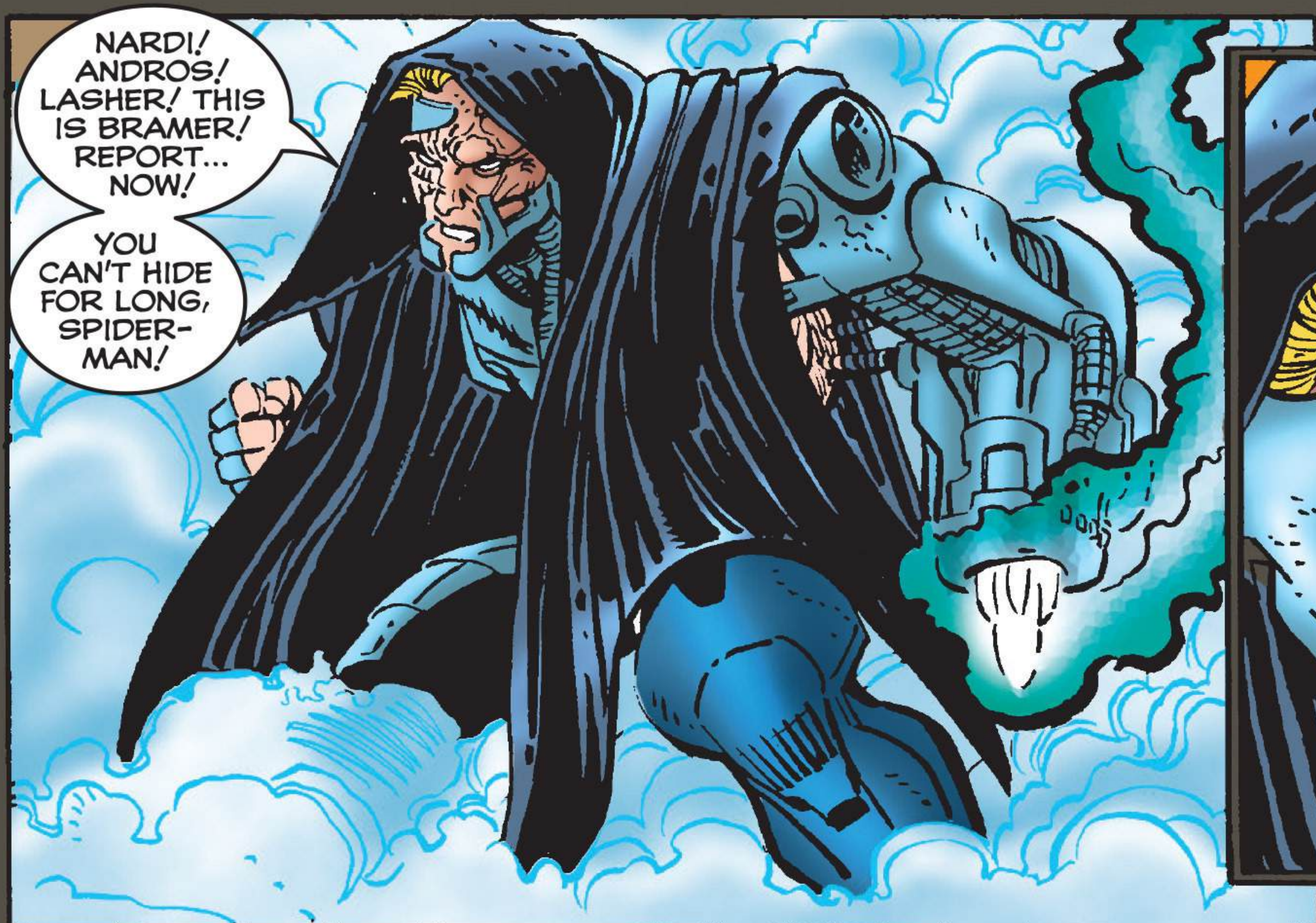
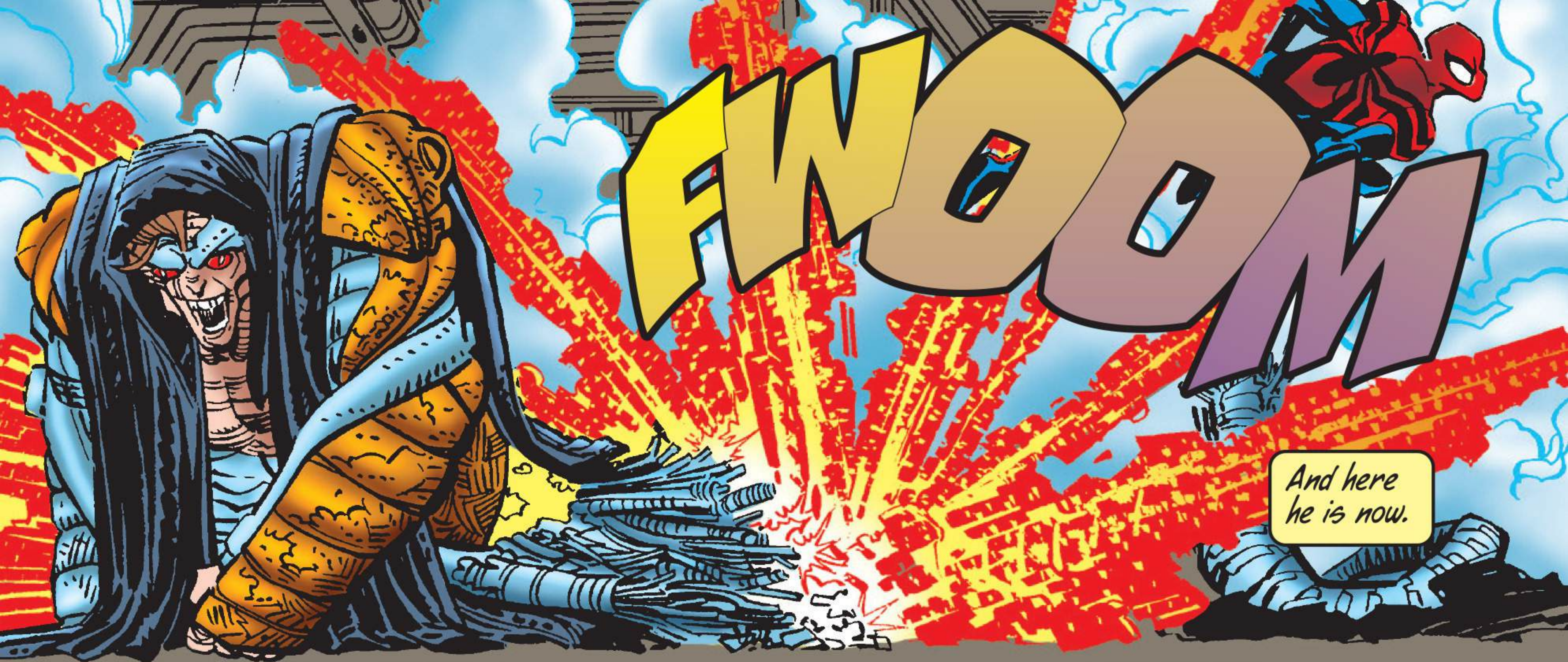


...THIS!

SORRY... THAT'S GOT TO HURT.



Third down and one left.



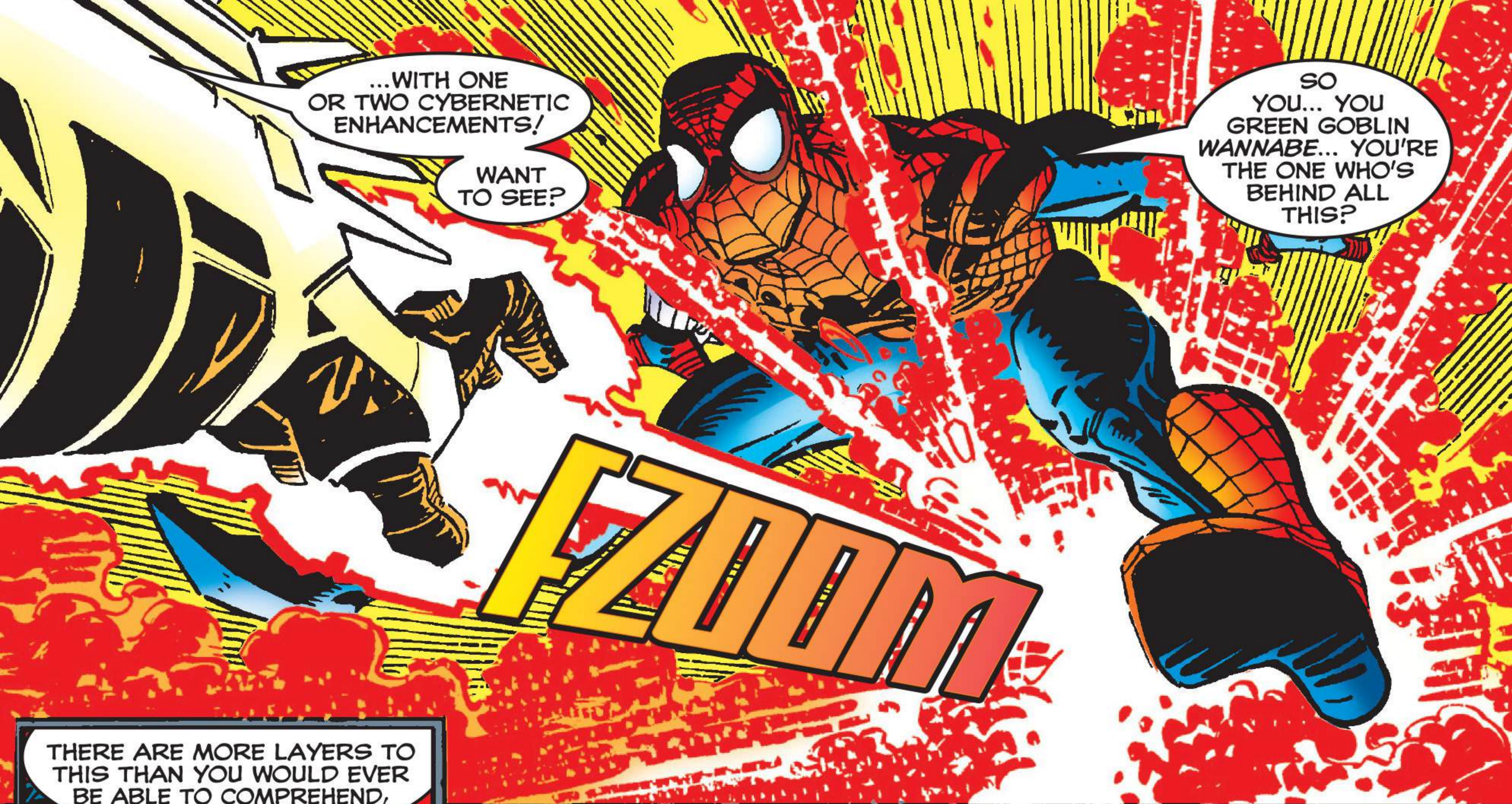
BRROOM

...I'LL
BE MORE
THAN HAPPY TO
GIVE THEM TO
YOU.

GREEN
GOBLIN?

HOW QUICKLY
THEY FORGET! NO,
SPIDER-MAN, IT'S
ME...

...THE
HOBGOBLIN...



...WITH ONE OR TWO CYBERNETIC ENHANCEMENTS!

WANT TO SEE?

SO YOU... YOU GREEN GOBLIN WANNABE... YOU'RE THE ONE WHO'S BEHIND ALL THIS?

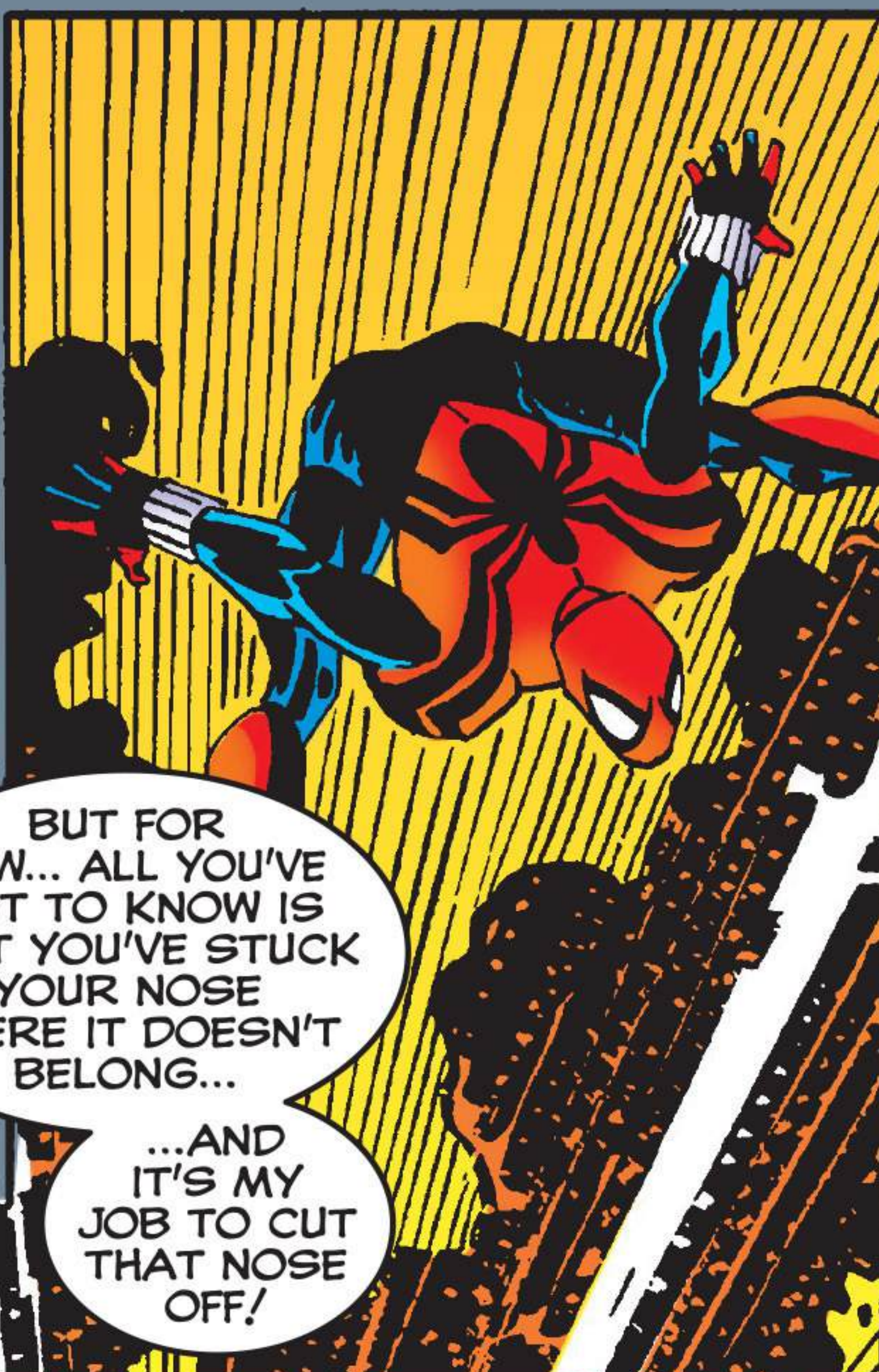
FZZOON

THERE ARE MORE LAYERS TO THIS THAN YOU WOULD EVER BE ABLE TO COMPREHEND, SPIDER-MAN.



BUT FOR NOW... ALL YOU'VE GOT TO KNOW IS THAT YOU'VE STUCK YOUR NOSE WHERE IT DOESN'T BELONG...

...AND IT'S MY JOB TO CUT THAT NOSE OFF!



RRRRRR

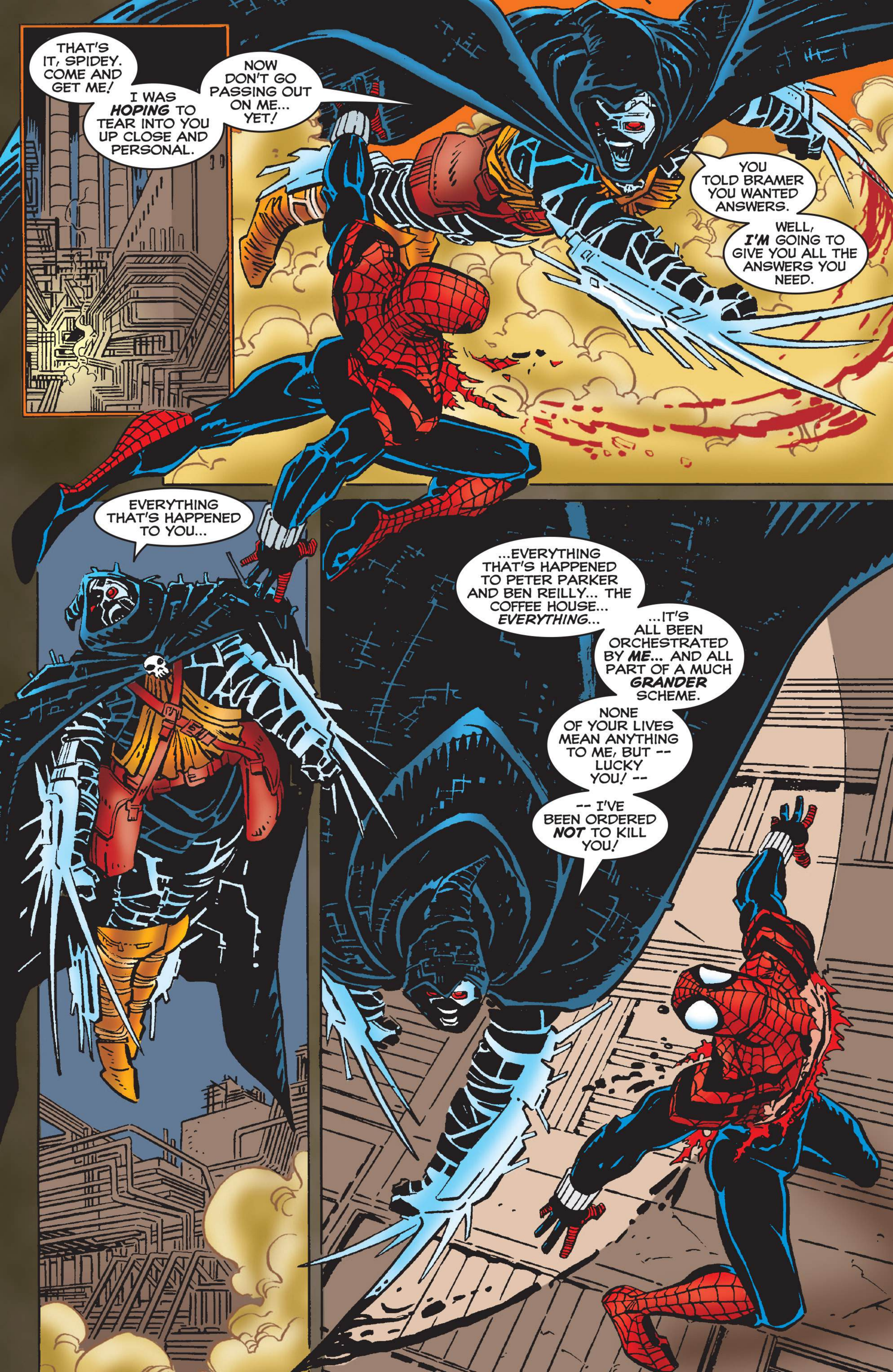
He's packing a lot more artillery than the Green Goblin ever did.

Who is this guy?



Hitting me from all sides... can barely keep ahead of him.

Got to try to get in close... take him out quickly.



THAT'S
IT, SPIDEY.
COME AND
GET ME!

I WAS
HOPING TO
TEAR INTO YOU
UP CLOSE AND
PERSONAL.

NOW
DON'T GO
PASSING OUT
ON ME...
YET!

YOU
TOLD BRAMER
YOU WANTED
ANSWERS.

WELL,
I'M GOING TO
GIVE YOU ALL THE
ANSWERS YOU
NEED.

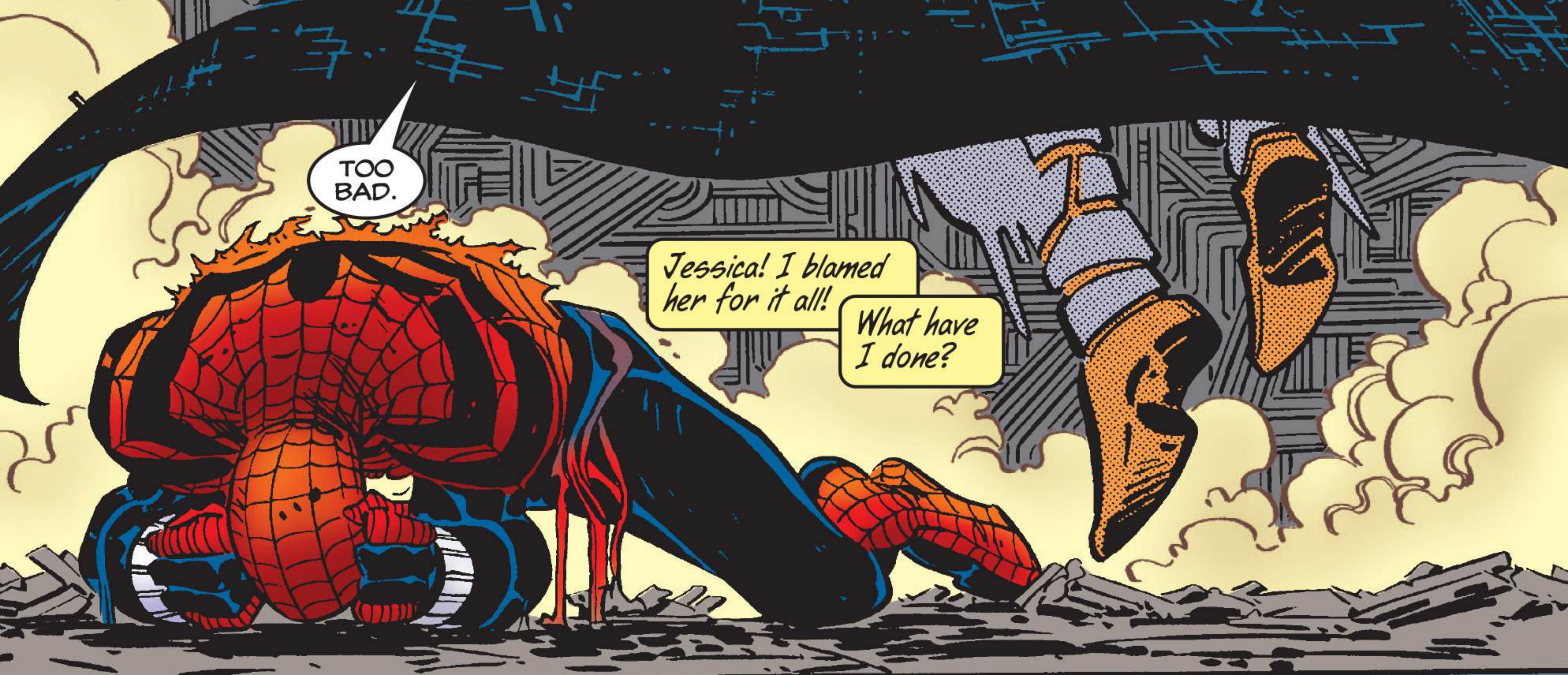
EVERYTHING
THAT'S HAPPENED
TO YOU...

...EVERYTHING
THAT'S HAPPENED
TO PETER PARKER
AND BEN REILLY... THE
COFFEE HOUSE...
EVERYTHING...

...IT'S
ALL BEEN
ORCHESTRATED
BY **ME**... AND ALL
PART OF A MUCH
GRANDER
SCHEME.

NONE
OF YOUR LIVES
MEAN ANYTHING
TO ME, BUT --
LUCKY
YOU! --

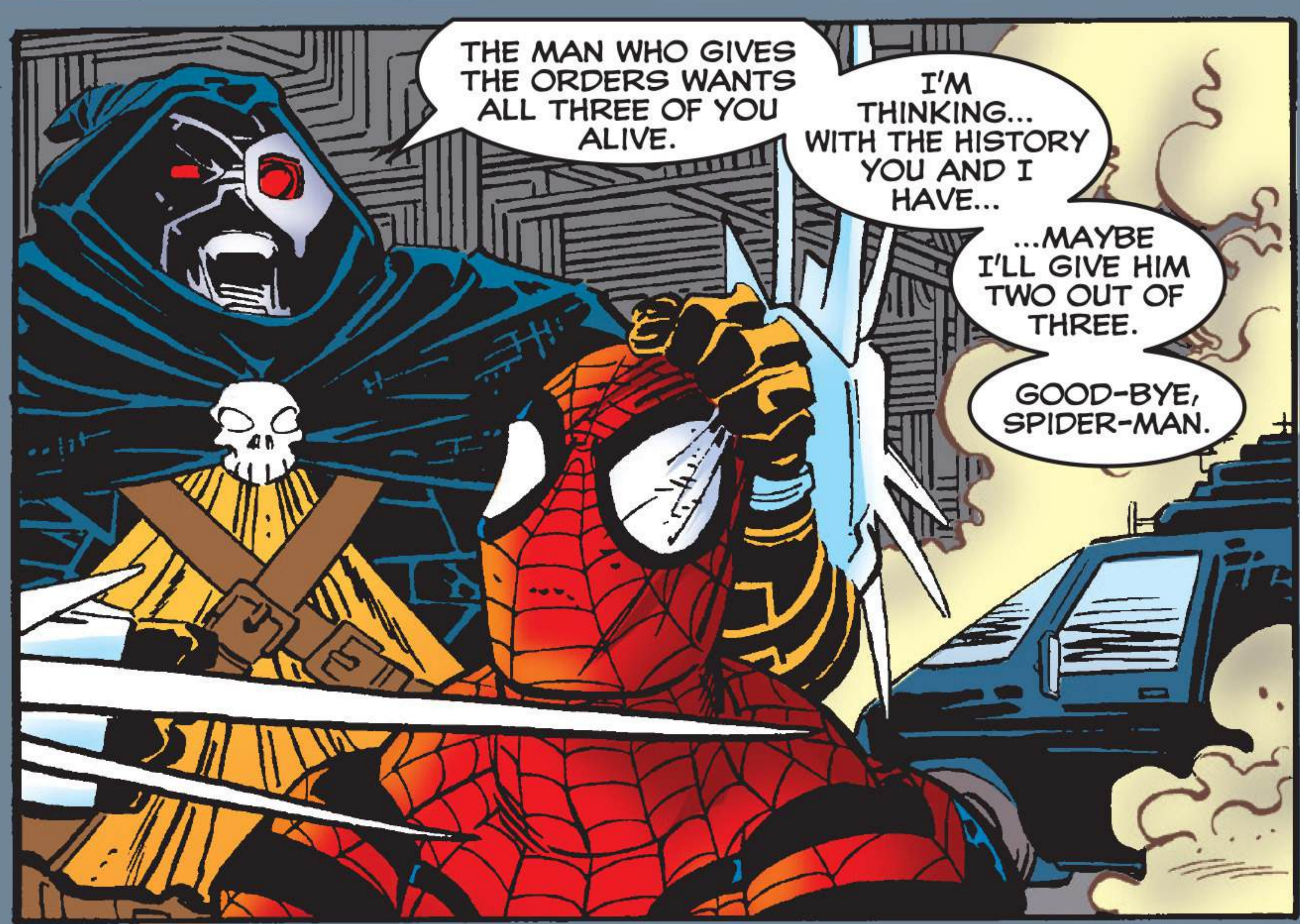
-- I'VE
BEEN ORDERED
NOT TO KILL
YOU!



TOO BAD.

Jessica! I blamed her for it all!

What have I done?

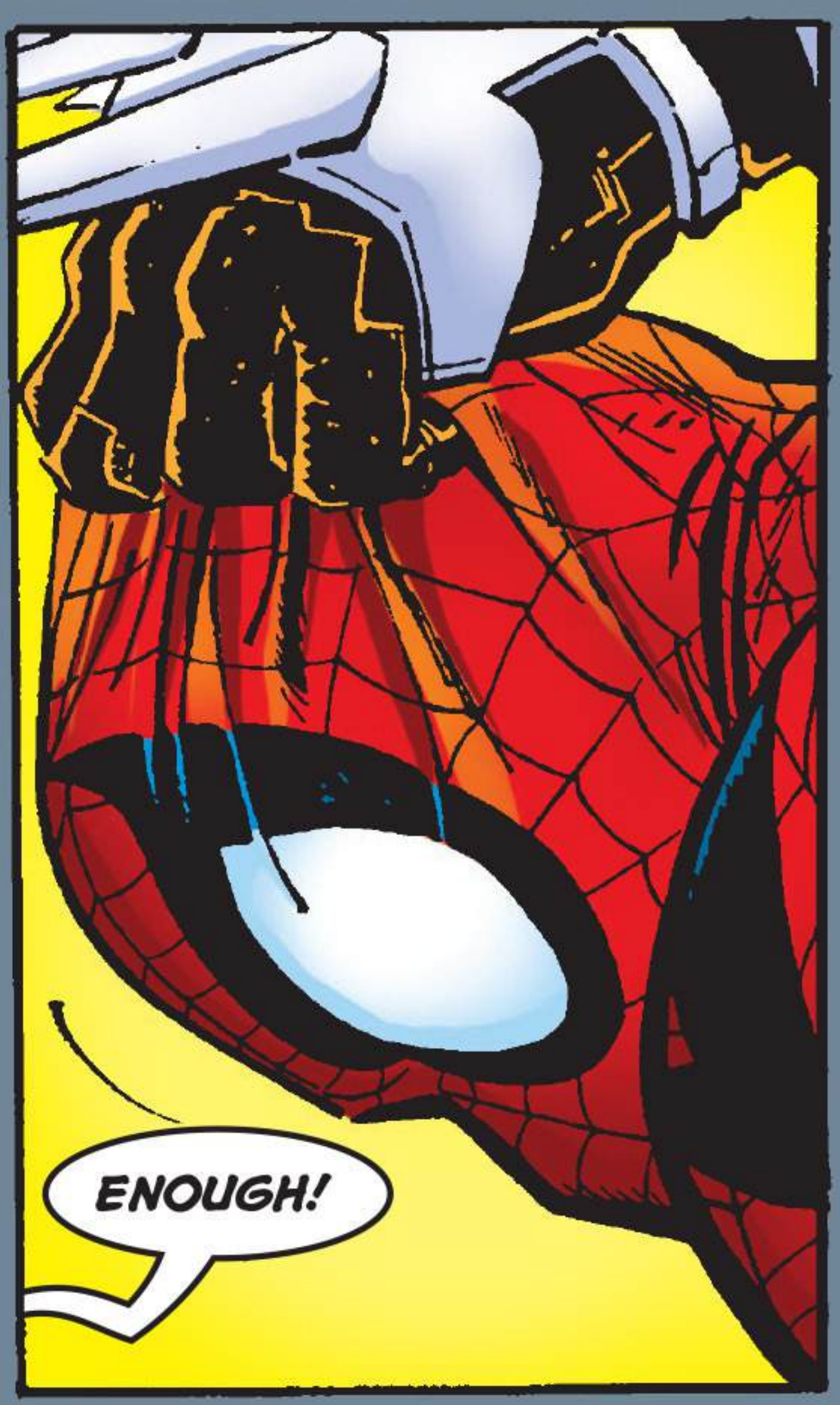


THE MAN WHO GIVES THE ORDERS WANTS ALL THREE OF YOU ALIVE.

I'M THINKING... WITH THE HISTORY YOU AND I HAVE...

...MAYBE I'LL GIVE HIM TWO OUT OF THREE.

GOOD-BYE, SPIDER-MAN.



ENOUGH!



LET HIM GO. THIS WASN'T SUPPOSED TO HAPPEN.



WHAT HAVE YOU DONE?

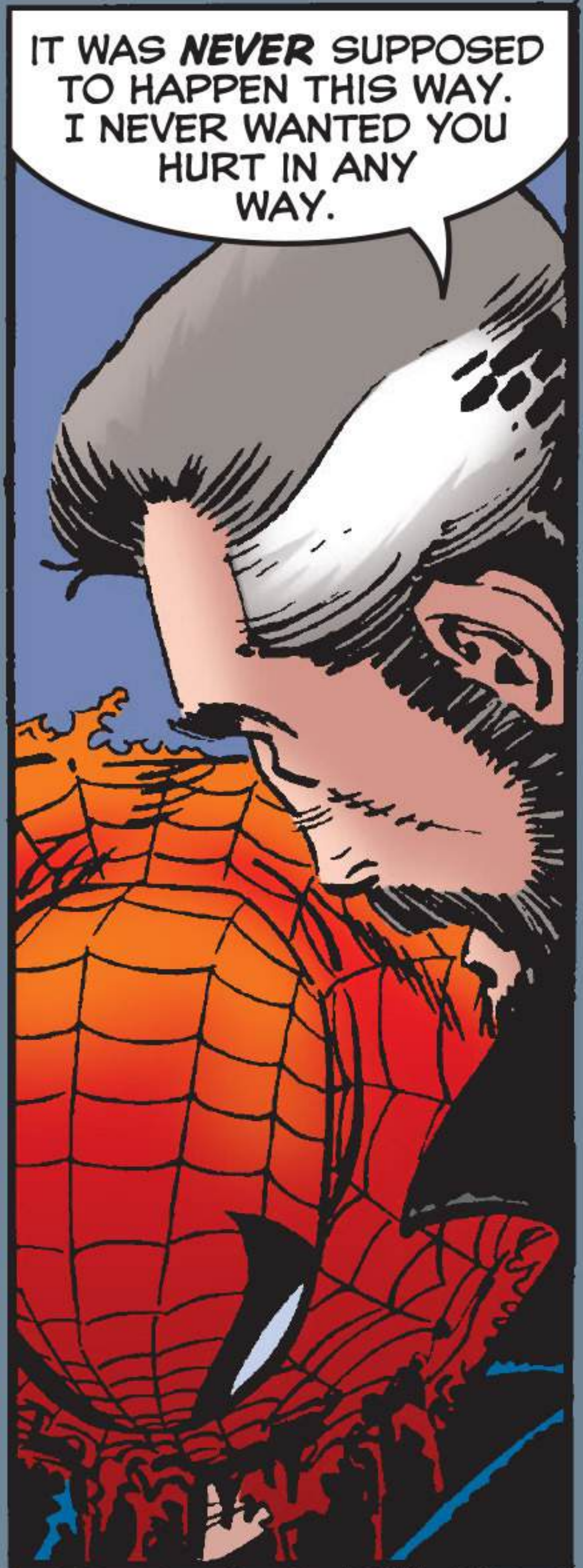
MY JOB, DR. TRAINER.

AND YOU WOULD BE WELL ADVISED TO DO YOURS.

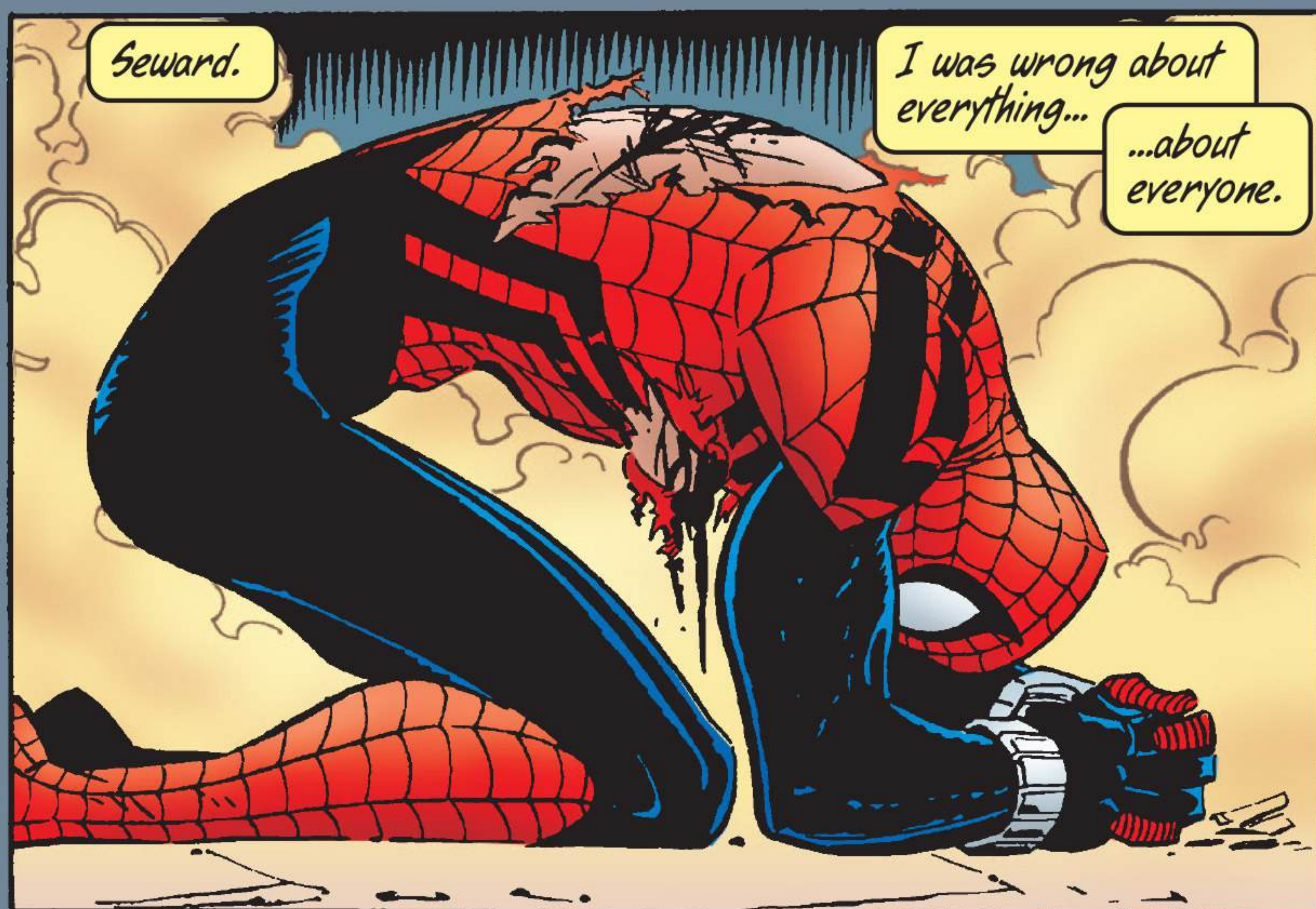
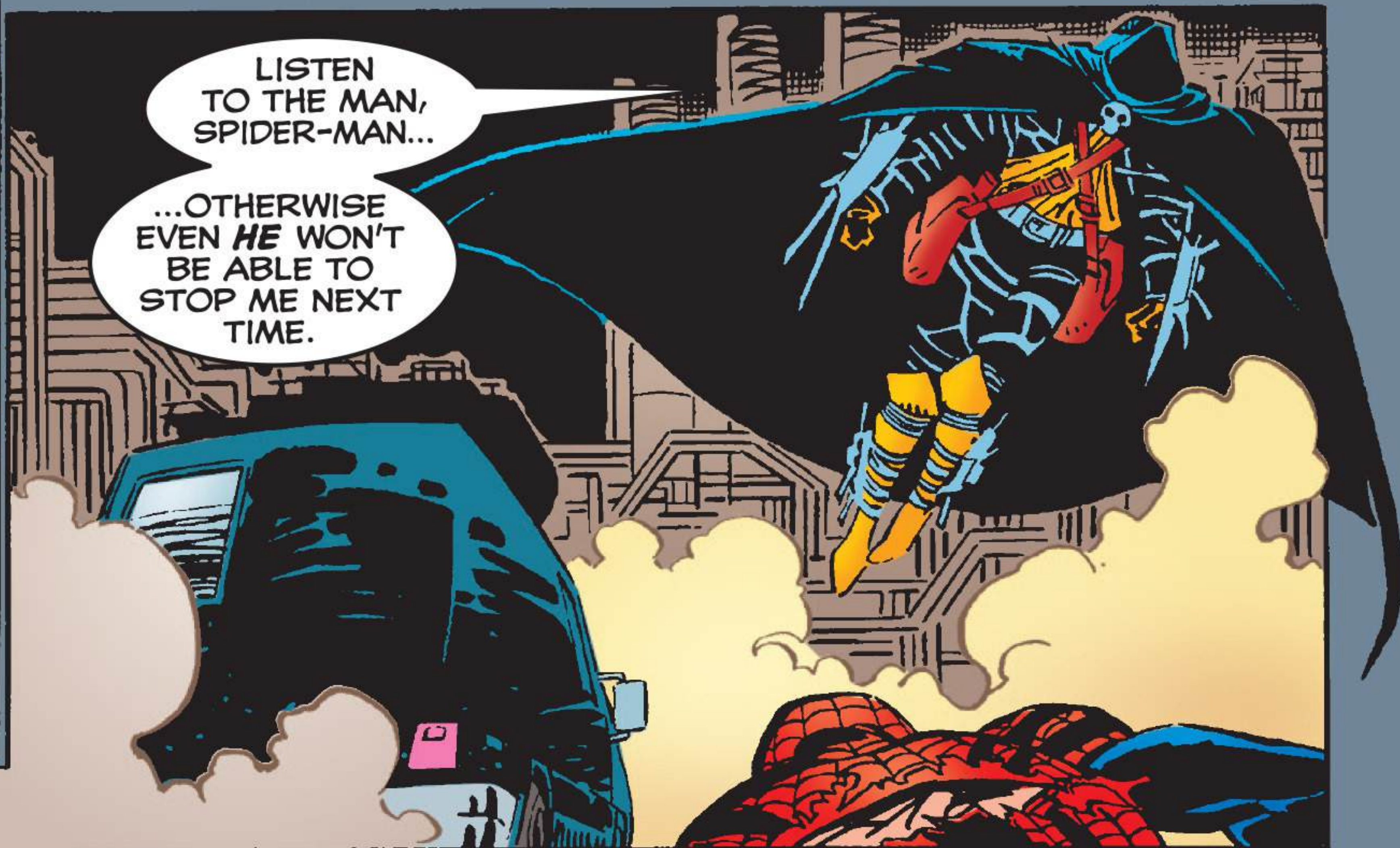


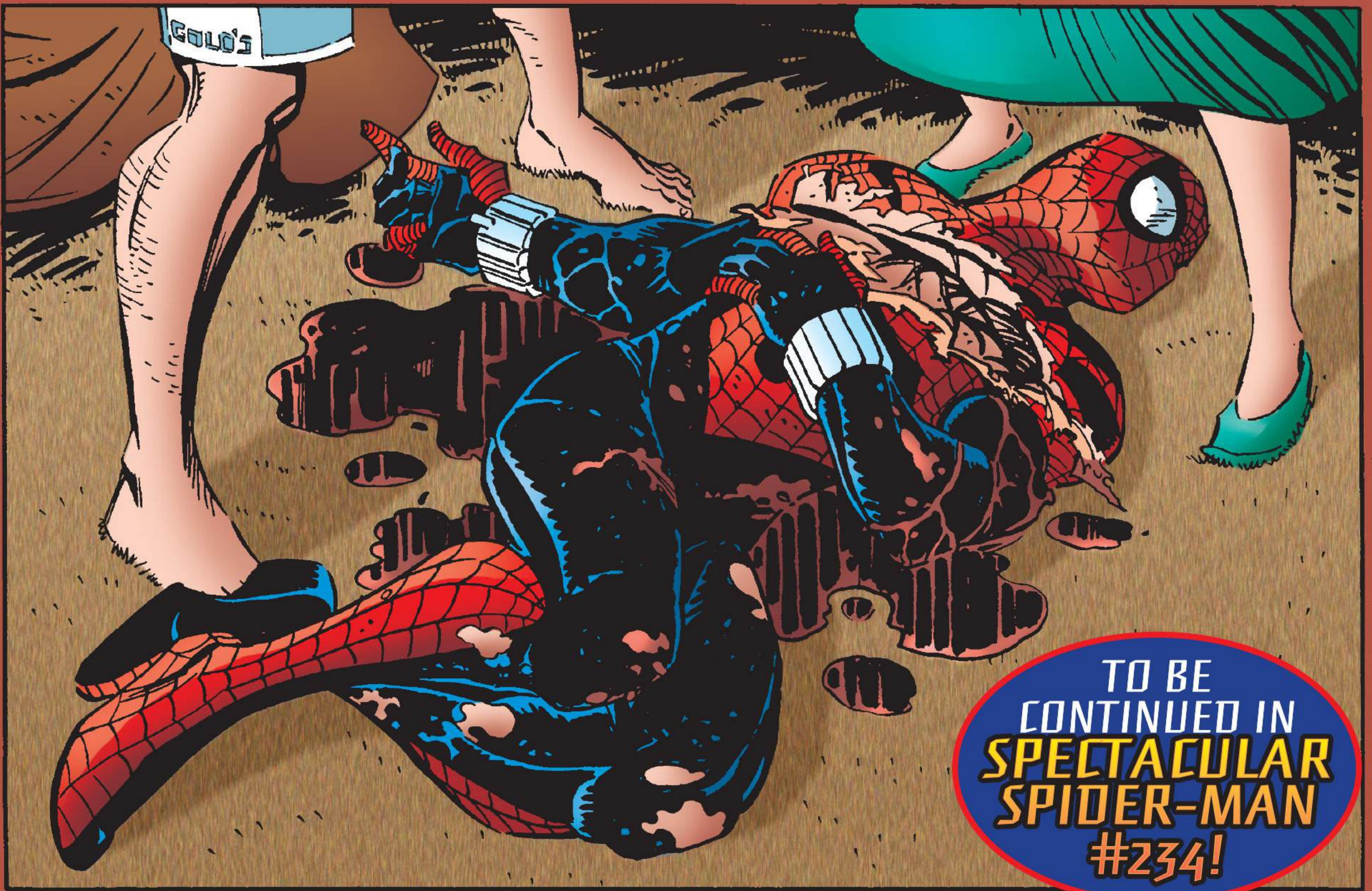
I'M SORRY, YOUNG FELLA... I DIDN'T KNOW ABOUT THIS.

SEWARD? YOU...!



IT WAS **NEVER** SUPPOSED TO HAPPEN THIS WAY. I NEVER WANTED YOU HURT IN ANY WAY.





TO BE
CONTINUED IN
**SPECTACULAR
SPIDER-MAN**
#234!

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SPIDER-MAN[®]

MAY '96 234

BLOOD
BROTHERS
PART 4 OF 6

THE SPECTACULAR

SPIDER-MAN

BUSCEMA / STAMSCI

His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE PRESENTS **THE SPECTACULAR SPIDER-MAN**

I
CAN'T... DO
THIS --

-- CAN'T
BE THIS...

BEN...

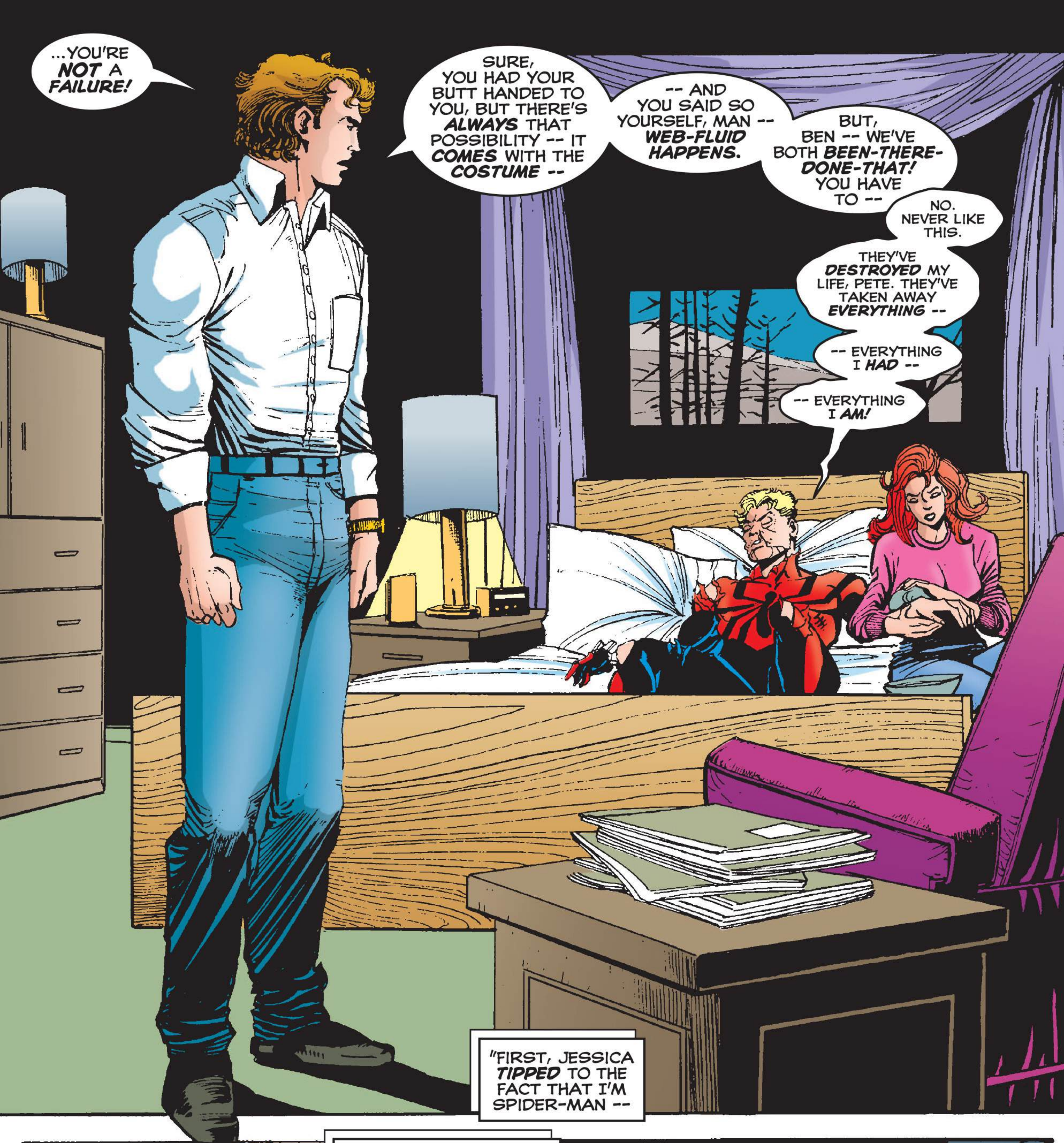
...WHAT
HAPPENED?!

I
SCREWED UP,
PETE -- I THOUGHT
I COULD LIVE
THE LIFE, BUT I
CAN'T.

NOT
ONLY DID I
MESS UP BEING
SPIDER-
MAN --

-- BUT
I EVEN **FAILED**
AT BEING **BEN**
REILLY!

WHAT
ARE YOU
TALKING
ABOUT..?



...YOU'RE
NOT A FAILURE!

SURE,
YOU HAD YOUR
BUTT HANDED TO
YOU, BUT THERE'S
ALWAYS THAT
POSSIBILITY -- IT
COMES WITH THE
COSTUME --

-- AND
YOU SAID SO
YOURSELF, MAN --
WEB-FLUID
HAPPENS.

BUT,
BEN -- WE'VE
BOTH **BEEN-THERE-
DONE-THAT!**
YOU HAVE
TO --

NO.
NEVER LIKE
THIS.

THEY'VE
DESTROYED MY
LIFE, PETE. THEY'VE
TAKEN AWAY
EVERYTHING --

-- EVERYTHING
I **HAD** --

-- EVERYTHING
I **AM!**

"FIRST, JESSICA
TIPPED TO THE
FACT THAT I'M
SPIDER-MAN --

"-- WHICH WOULD BE
BAD **ENOUGH**, BUT SHE
ALSO HAPPENED TO
HAVE HER **CAMERA** WITH
HER AT THE TIME!"

"THINKING THAT'S
THE WORST THAT
CAN HAPPEN, I GET
HOME TO FIND MY
PLACE HAS BEEN
CLEANED OUT --

"-- MY APARTMENT
WAS **STRIPPED
BARE!** EVERYTHING
I OWNED WAS
**GONE... WITHOUT
A TRACE."**



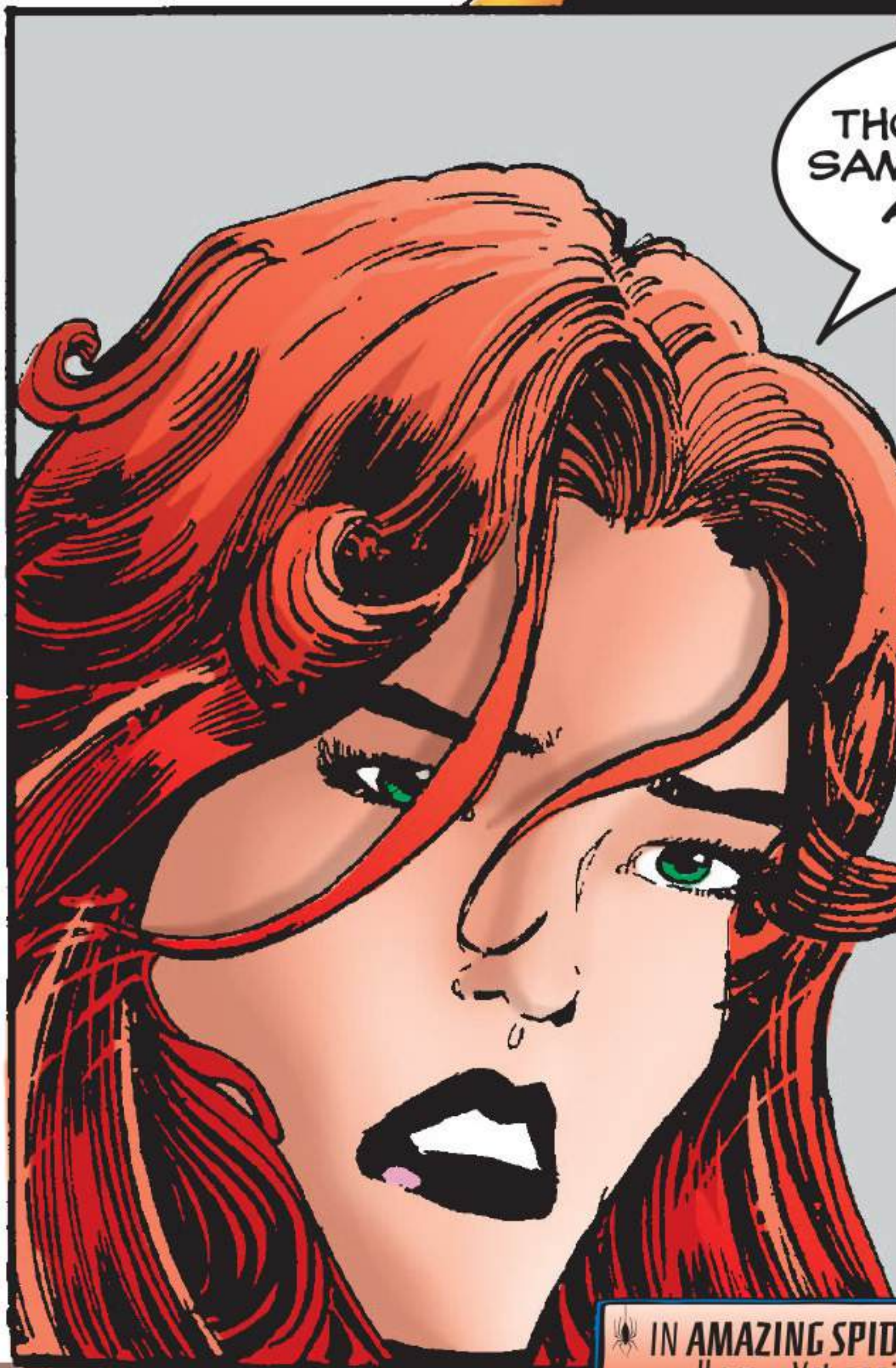
"THEN THE **DAILY GRIND** BURNS TO THE GROUND! SO, NOT ONLY DO I FIND MYSELF OUT OF A JOB --

"-- BUT SUDDENLY, I'M **FRAMED FOR ARSON!**"

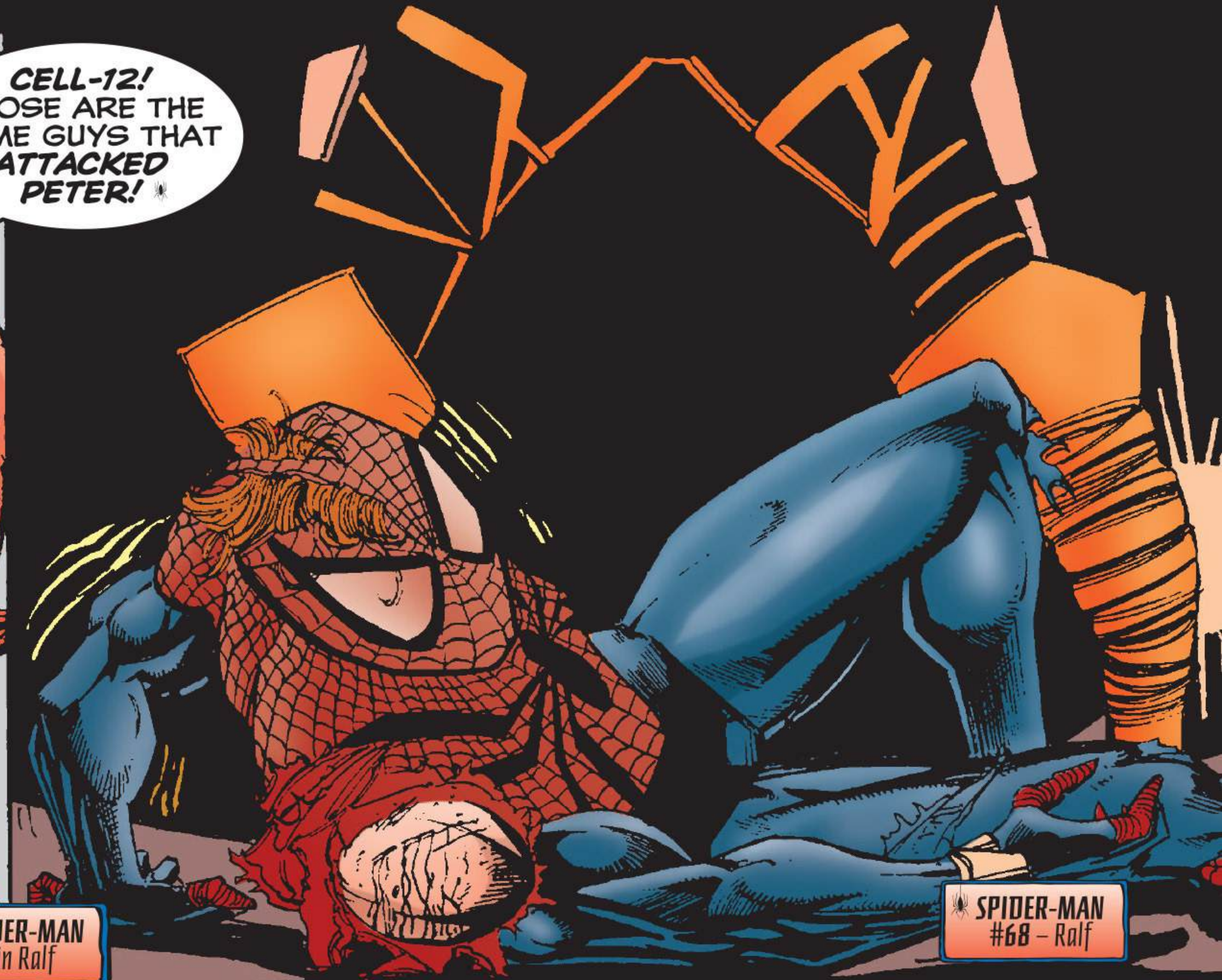
"AS SPIDEY, I'M **AMBUSHED** BY THIS GROUP OF **CYBERNETIC THROWBACKS** CALLED **CELL-12** --

"-- AND NO SOONER DO I GET DONE **SPANKING THEM** --

"-- THAN I GET **TOTALLY HOUSED** BY THE **HOBGOBLIN!**"



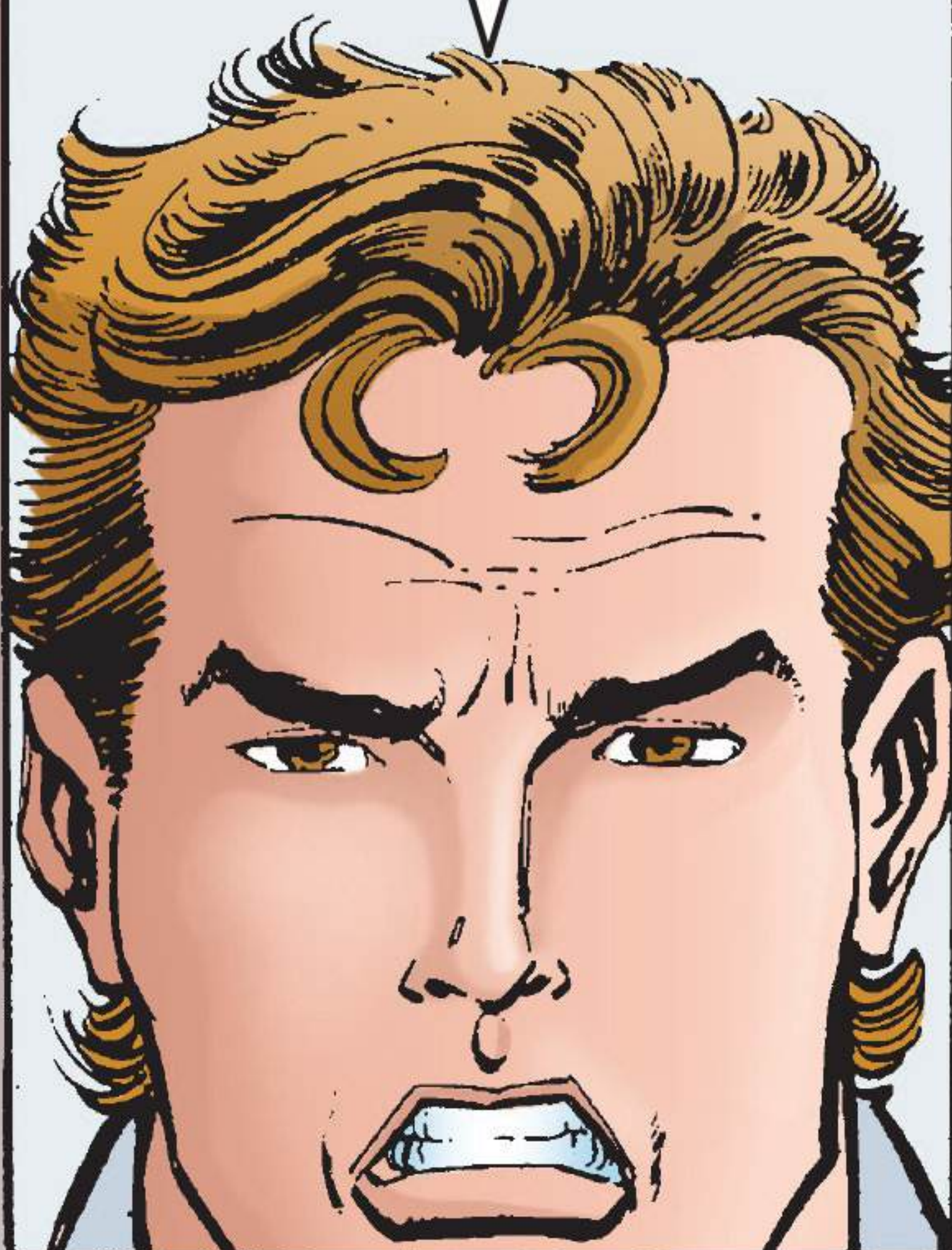
CELL-12! THOSE ARE THE SAME GUYS THAT **ATTACKED PETER!**



IN AMAZING SPIDER-MAN #411 - Yet again Ralf

SPIDER-MAN #68 - Ralf

WHOEVER IS BEHIND THIS **HAS** TO KNOW WHO WE ARE -- HAS TO KNOW OUR **SECRET IDENTITIES**. TO COME AFTER **ME**, TO **TEAR DOWN** YOUR --



YOU'RE RIGHT, PETE. AND **I** THOUGHT IT WAS **JESSICA**. I EVEN **ACCUSED** HER OF IT...

...GOD, THE THINGS I SAID TO HER...



...BUT IT WASN'T HER. YOU WERE RIGHT ALL ALONG, PETE...



"-- IT WAS SEWARD."

-- DO YOU UNDERSTAND ME?! I WON'T BE A PARTY TO THIS!

BLOOD BROTHERS

PART 4 OF 6

TODD DEZAGO
SCRIPT

SAL BUSCEMA
BREAKDOWNS

JOHN STANISCI
FINISHES

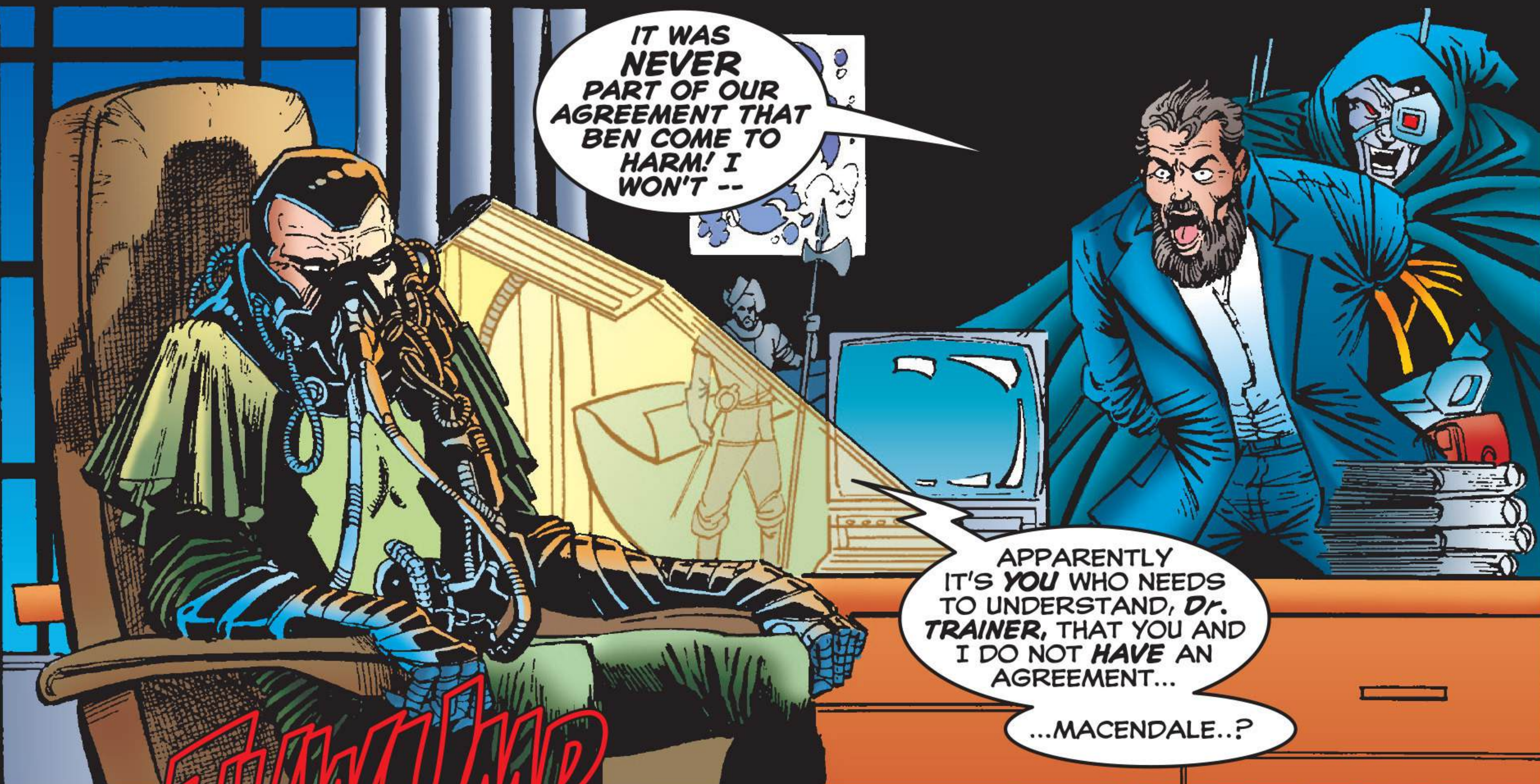
JOHN
KALISZ
COLORS

RICHARD STARKINGS
AND COMICRAFT
LETTERING

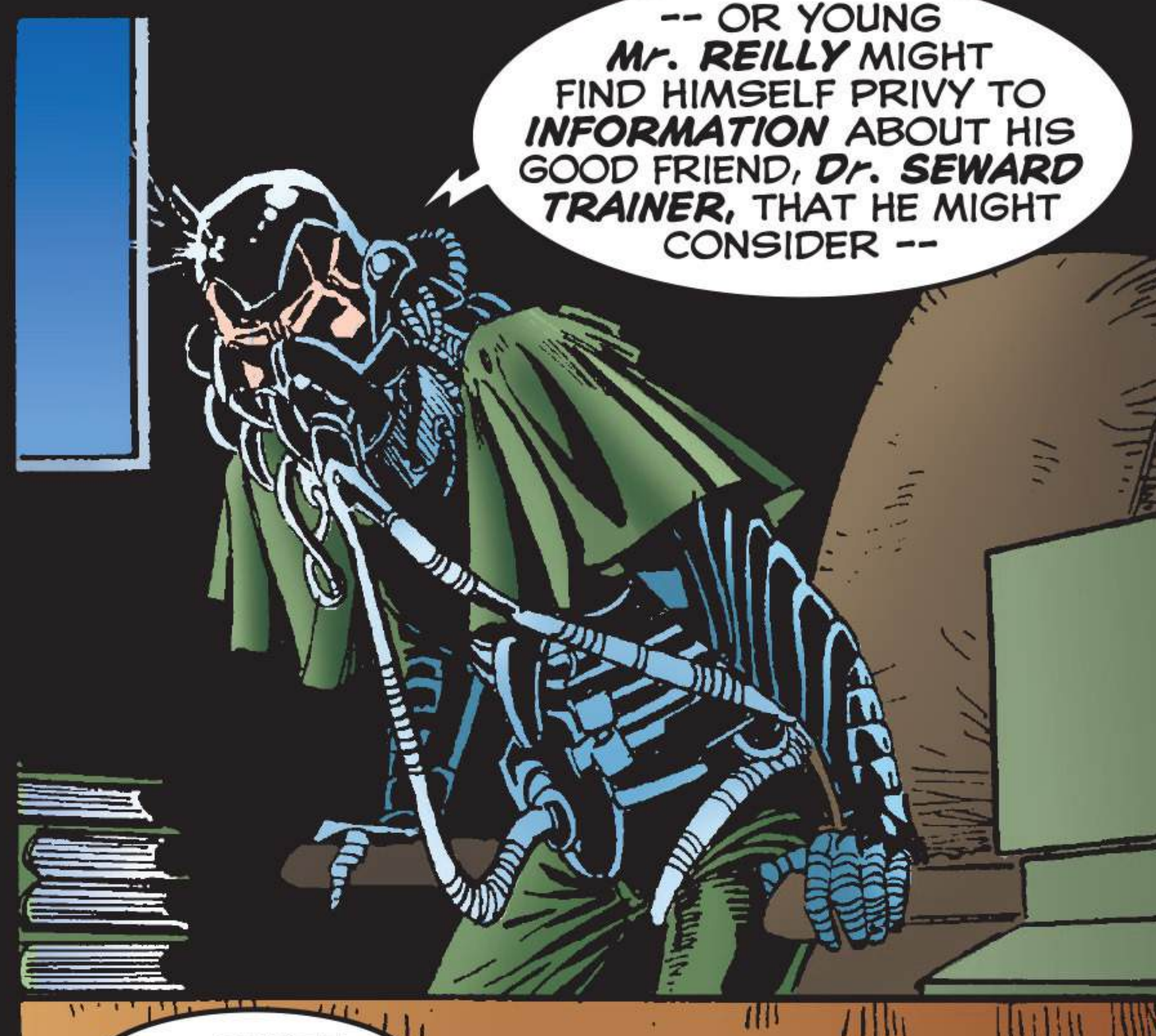
MALIBU
ENHANCEMENT

RALPH MACCHIO
EDITOR

BOB HARRAS
EDITOR IN CHIEF



THUMP

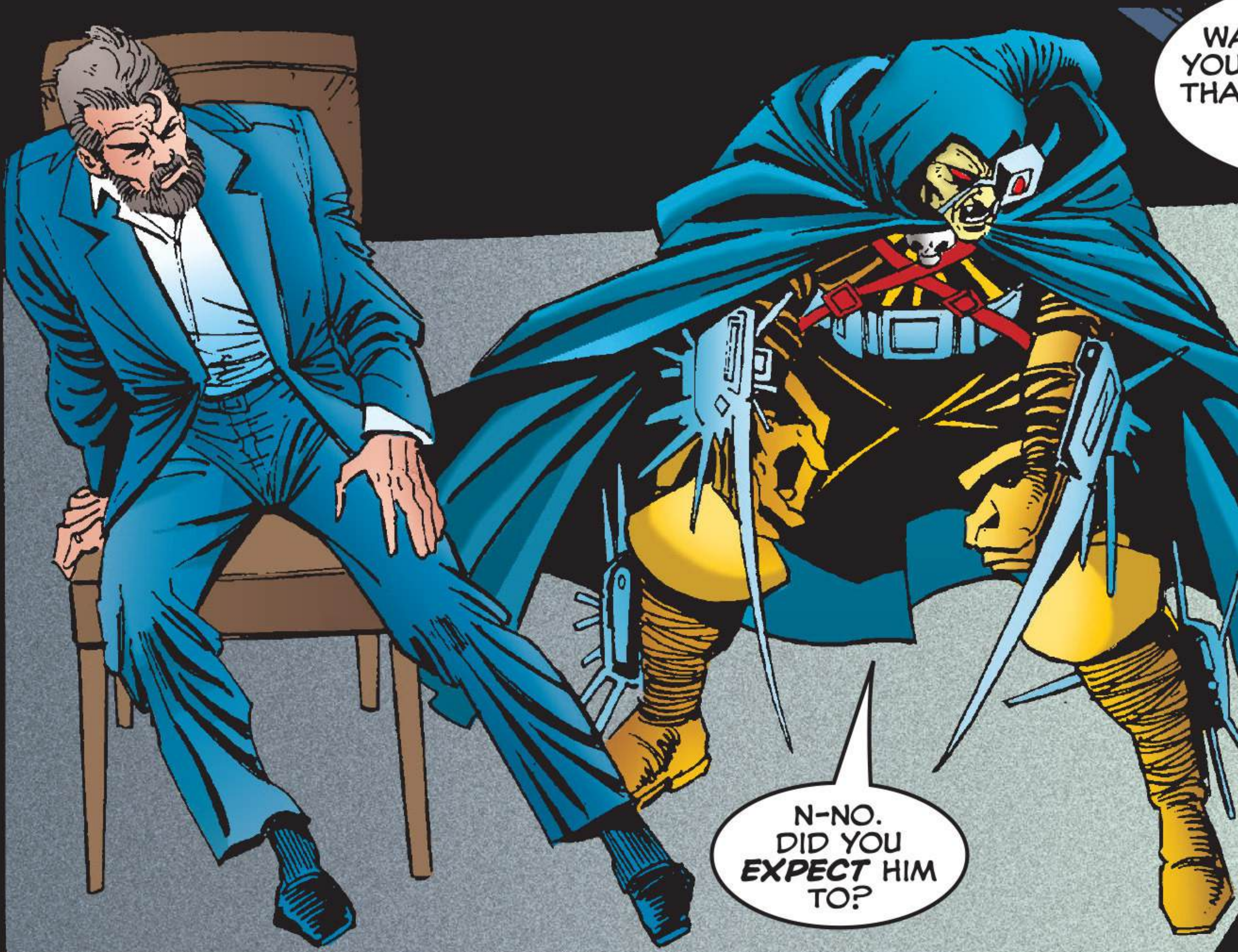




CARRIED OUT AS PER YOUR SPECIFICATIONS. THE FIRE. THE ASSAULTS ON THE PHOTOGRAPHER PARKER AND SPIDER-MAN -- BOTH INCAPACITATED --

-- BEATEN TO WITHIN AN INCH OF THEIR LIVES -- ALONG WITH A WARNING TO STAY AWAY!

AND PARKER...?



WHEN HE WAS ATTACKED, YOU'RE TELLING ME THAT SPIDER-MAN DID NOT APPEAR...?

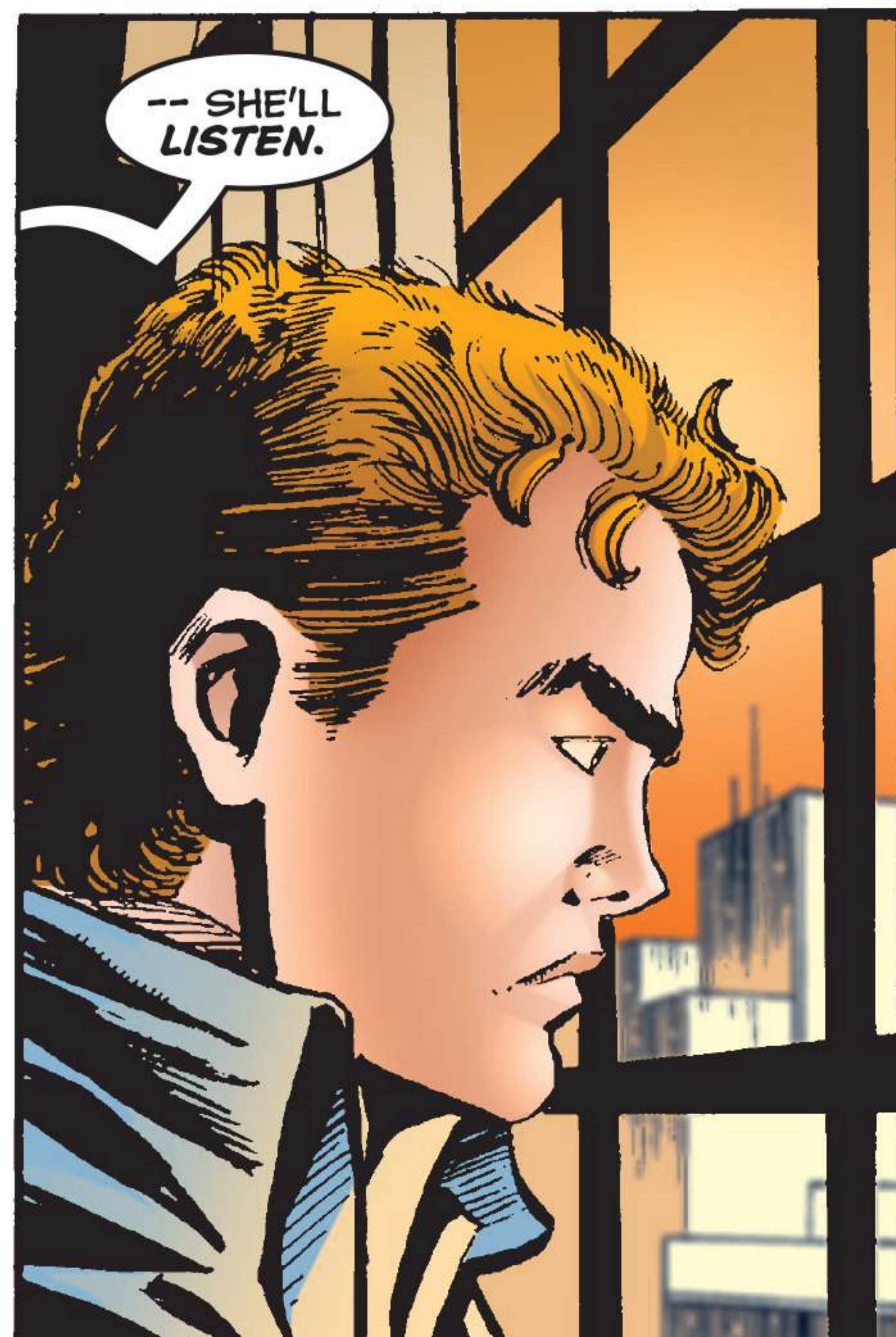
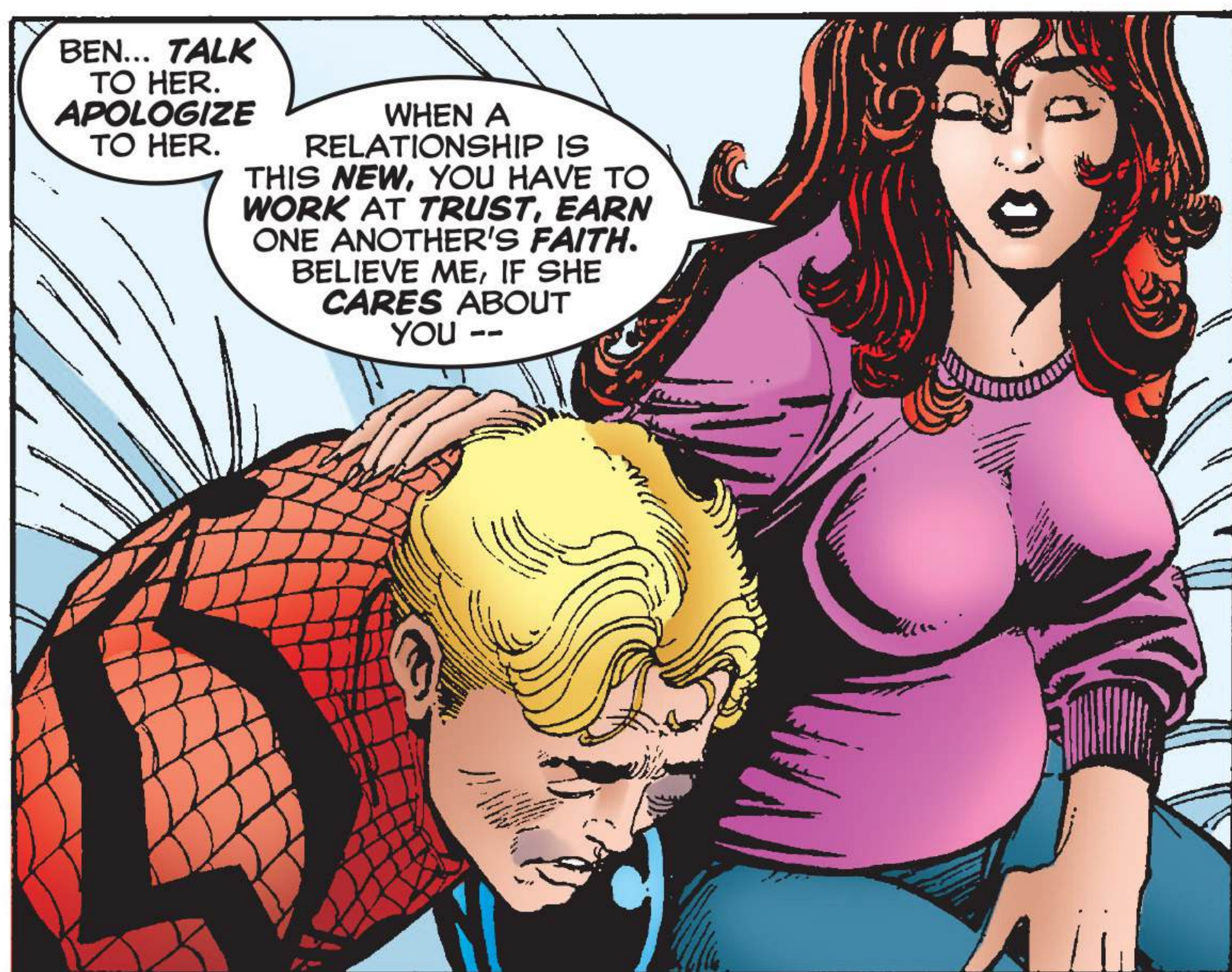
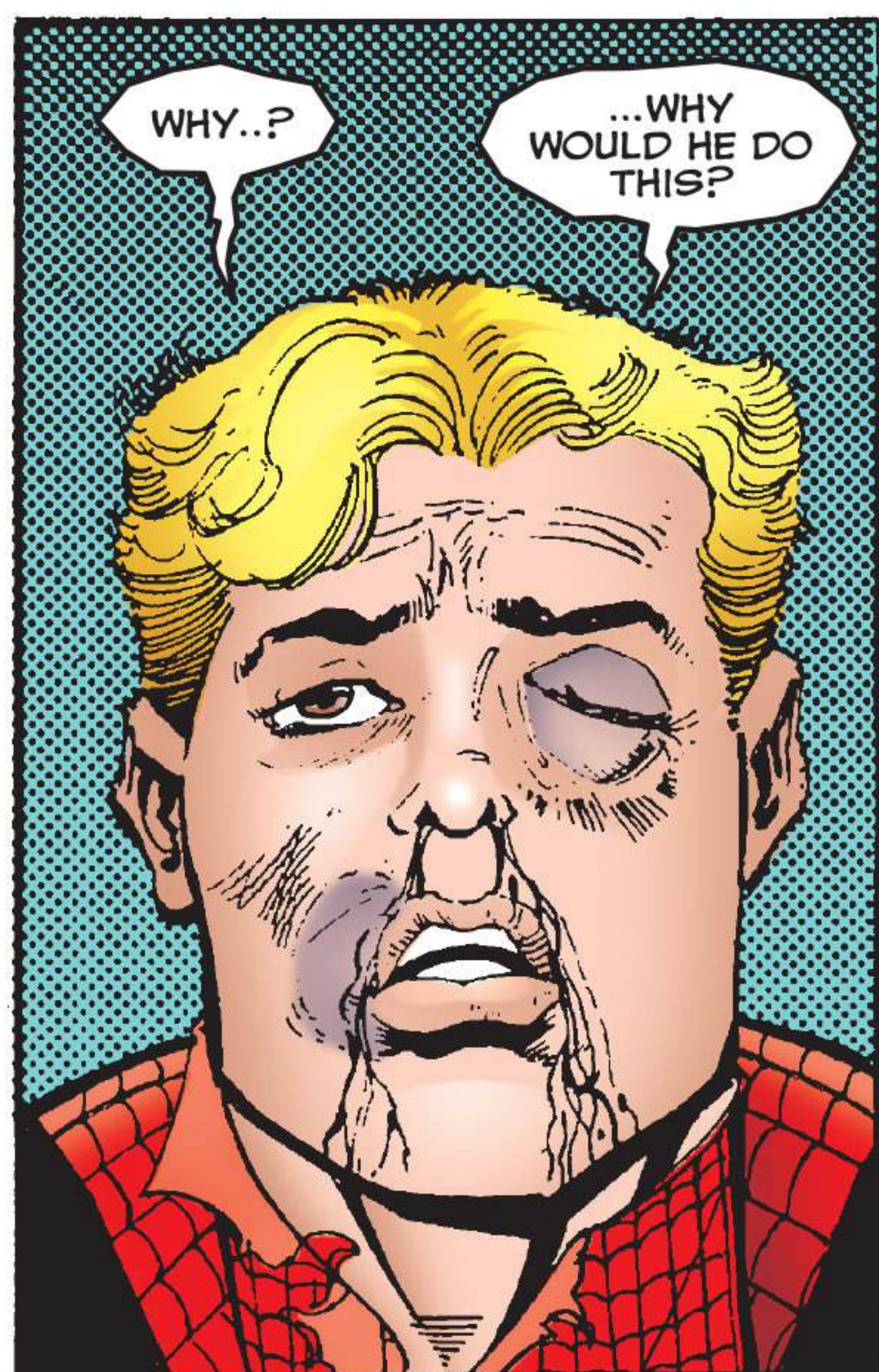
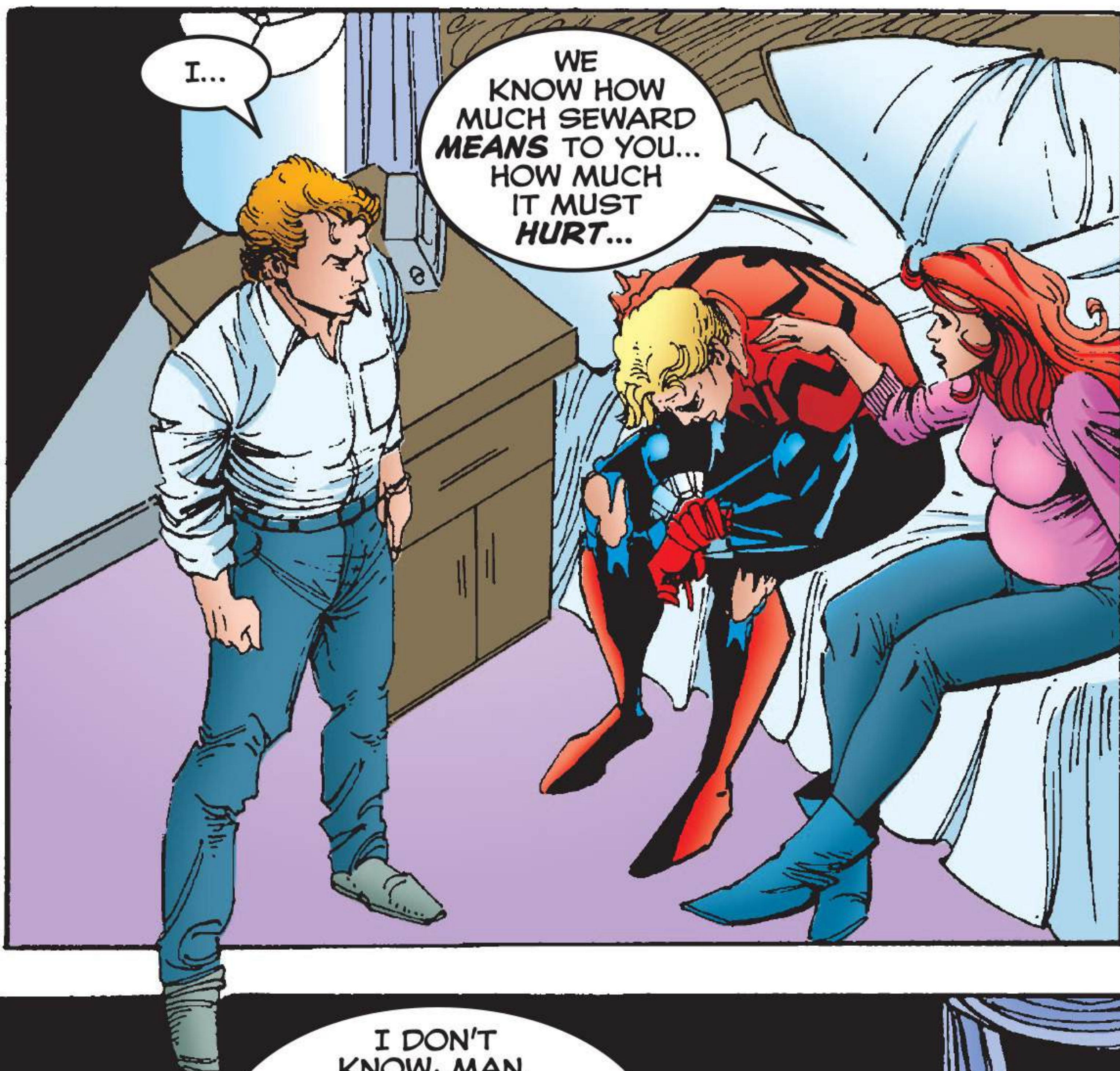
N-NO. DID YOU EXPECT HIM TO?

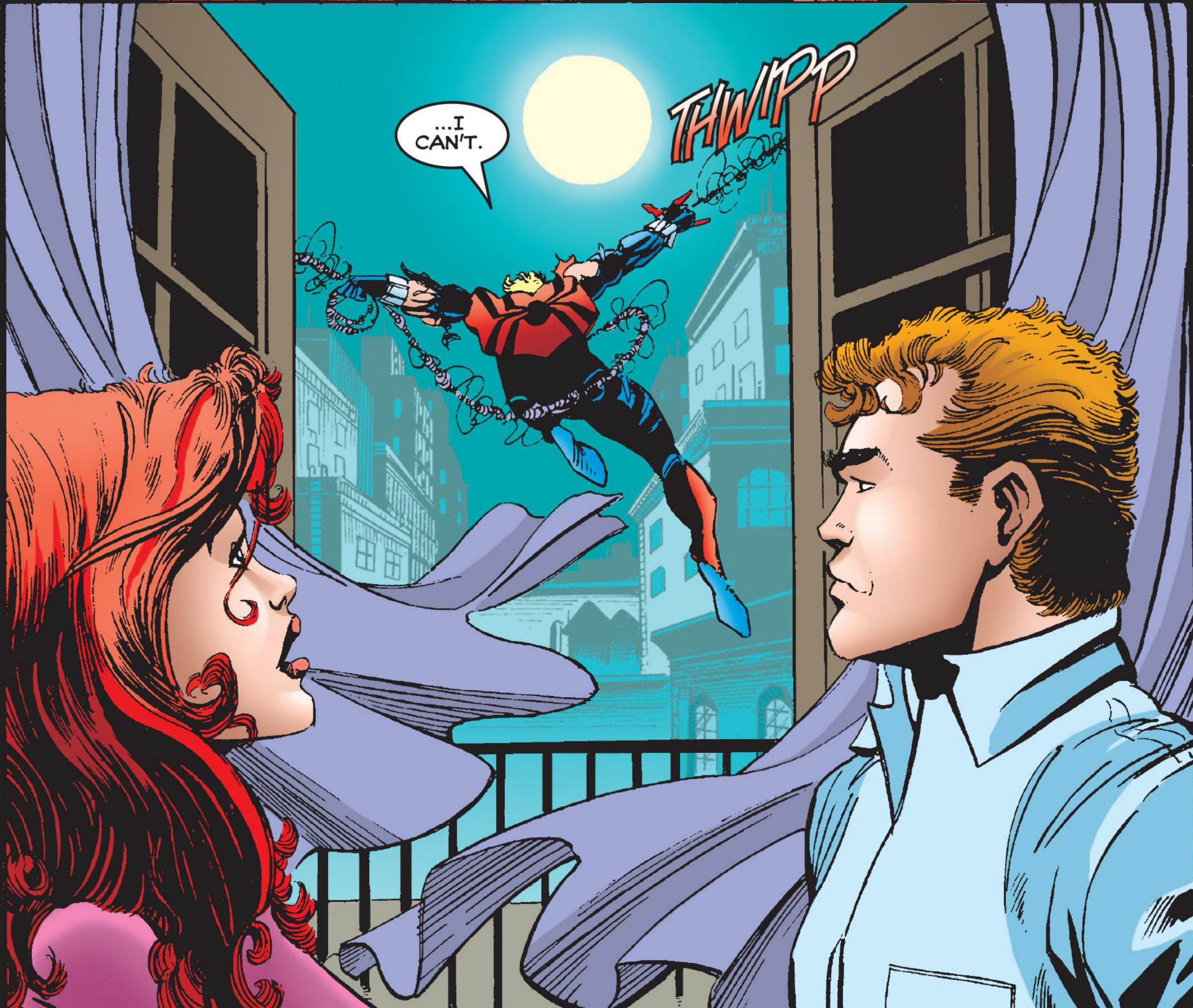
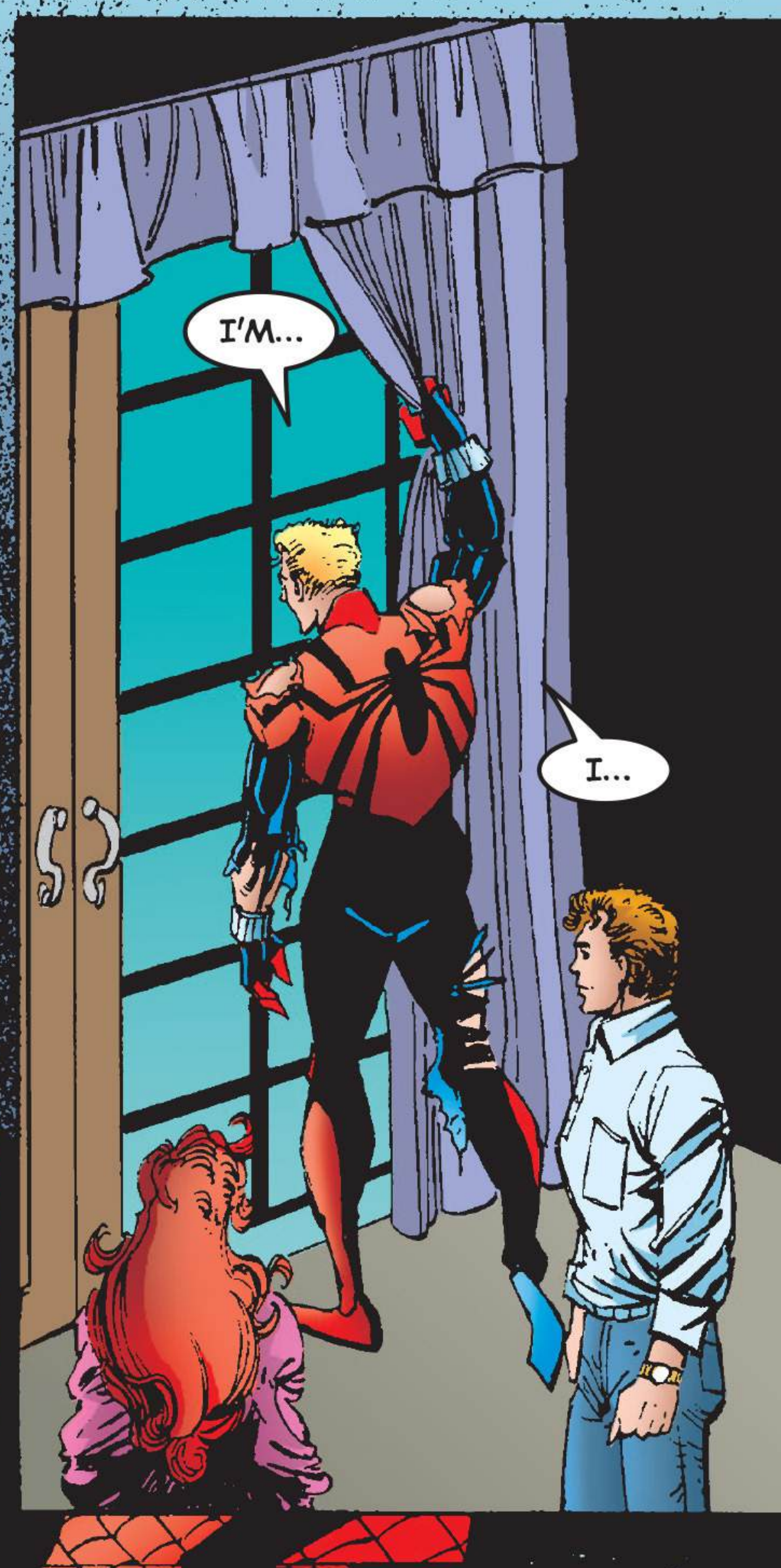
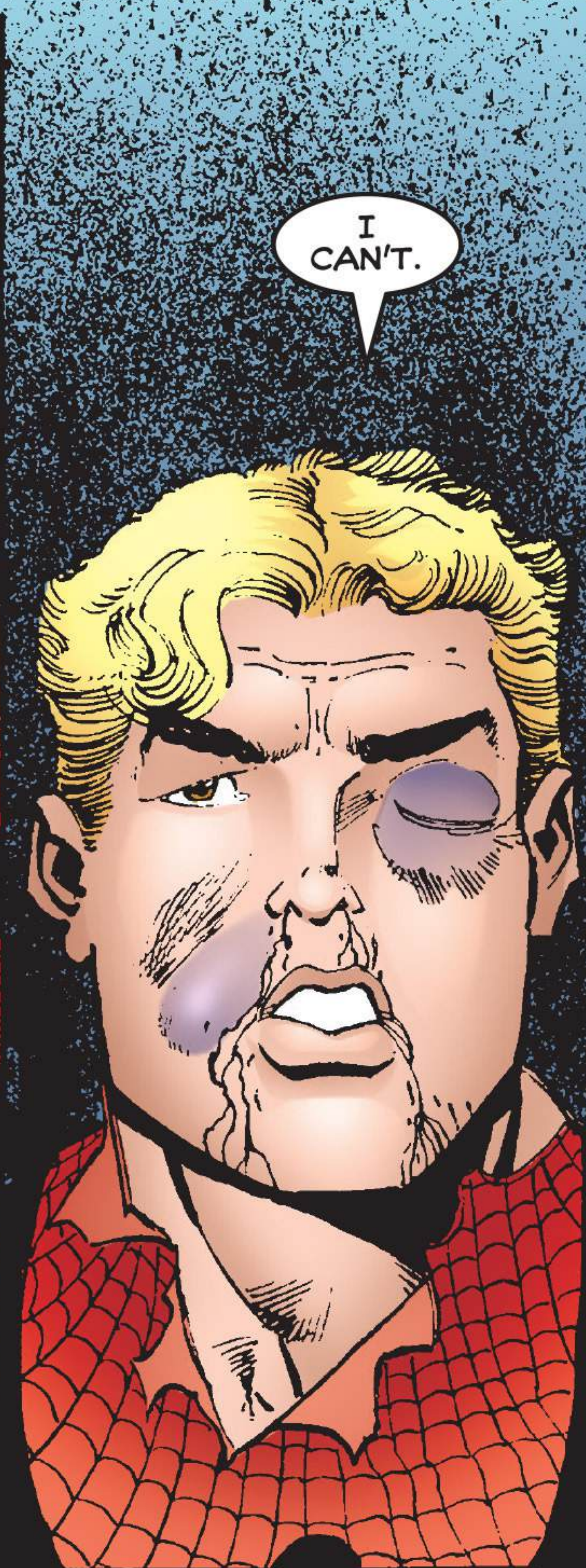
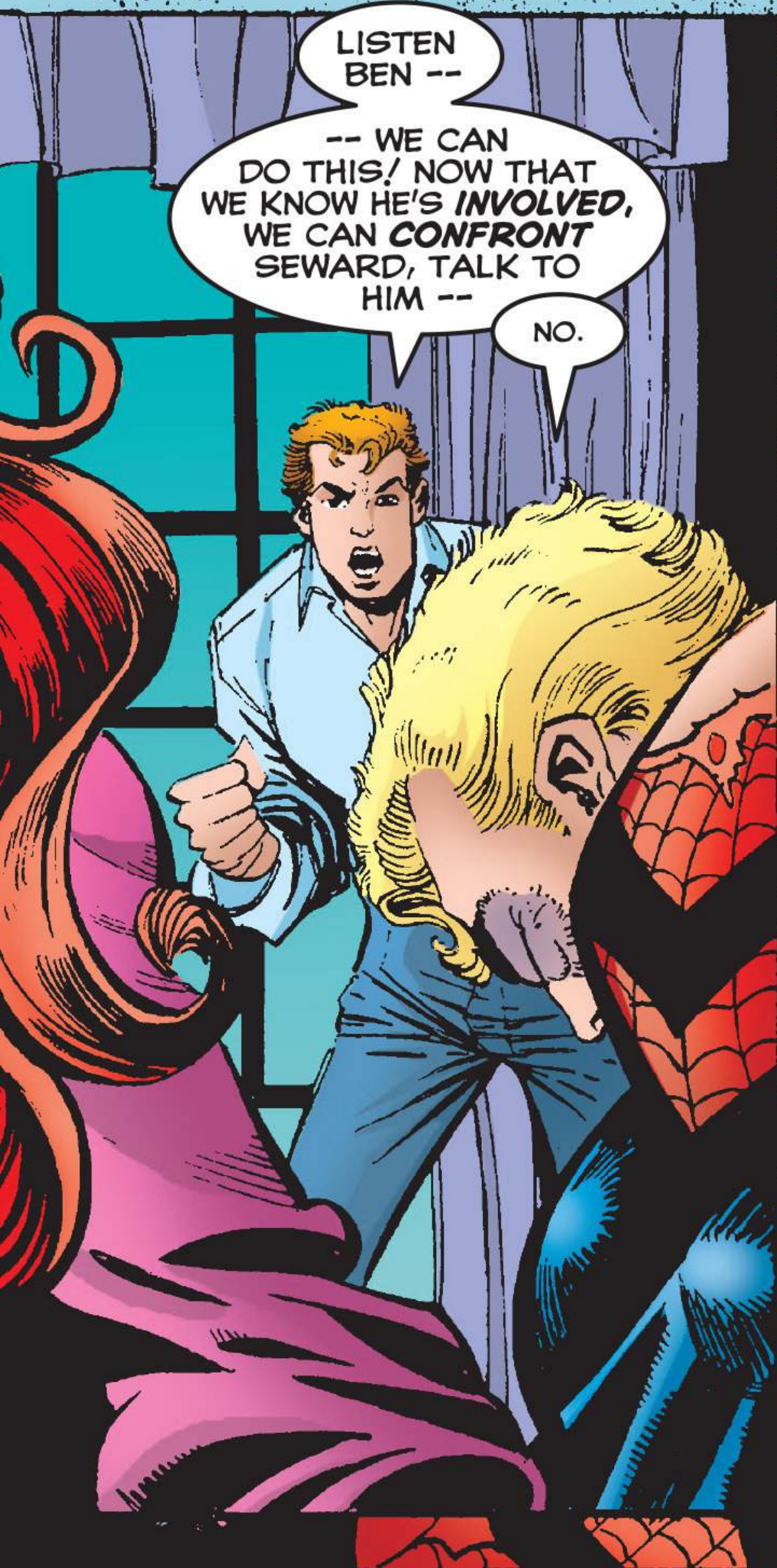


NO... NOT AT ALL...



...NOT AT ALL...





THE APARTMENT OF
JESSICA CARRADINE.

I'VE READ THIS SENTENCE
FOUR TIMES NOW, BUT I
JUST CAN'T GET IT!

ALL I KEEP THINKING
ABOUT IS BEN AND LAST
NIGHT. HOW ANGRY HE
WAS -- HOW CERTAIN
THAT I HAD BETRAYED
HIM! SO FILLED WITH...

...HATE...?

BUT HE WAS **WRONG!**
JUST LIKE I'M BEGINNING
TO THINK I'VE BEEN
WRONG IN MY LONGTIME...
OBSESSION WITH --

JESS...?

I'LL
LEAVE IF YOU
WANT ME TO, BUT I
HOPE YOU'LL GIVE ME
A CHANCE... **TO**
EXPLAIN.

I'M SORRY.
I WAS **WRONG...** SO
WRONG... I WAS MAD
AND I JUMPED TO
CONCLUSIONS...

...AND
I DIDN'T
LISTEN TO MY
HEART.

I
CARE ABOUT
YOU, JESS --
AND IT **HURTS**
ME THAT
I HURT
YOU --

-- AND
I WISH --

-- I
WISH THERE
WAS SOME WAY
THAT YOU COULD
FORGIVE
ME...

BEN --
I'VE SPENT MY
ENTIRE LIFE HATING
YOU -- HATING
SPIDER-MAN -- FOR
WHAT HE DID TO MY
FATHER...

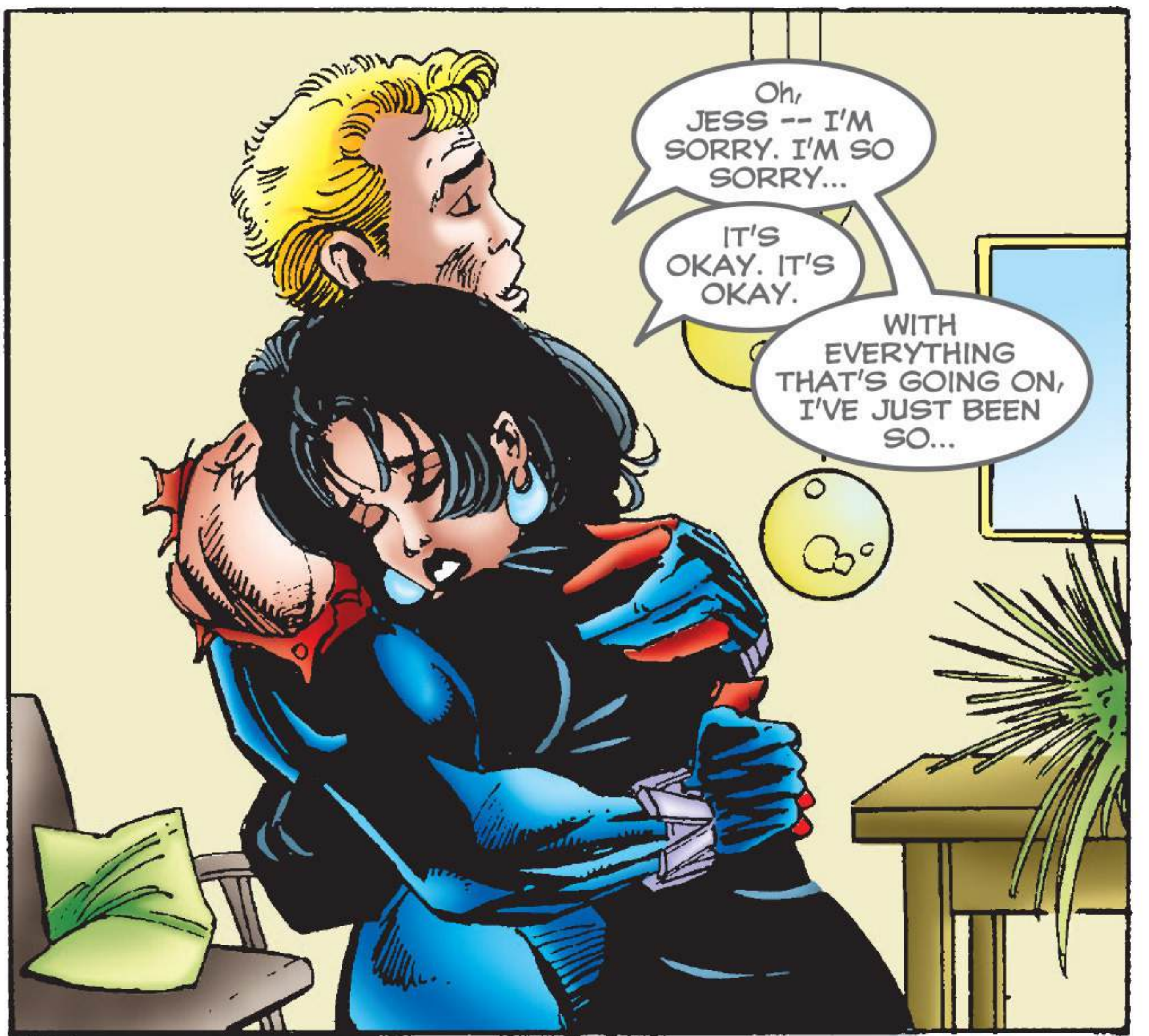
WHEN
I FOUND OUT
WHO YOU **WERE**, I
REALIZED MY **FEELINGS**
FOR YOU -- I'VE
HAD ENOUGH
HATE --

-- I'VE
DECIDED TO
PUT THE **PAST**
BEHIND
ME.



IT
HURT ME WHEN
YOU THOUGHT I
COULD DO ALL
THAT TO YOU...
BUT...

...BUT IT
DIDN'T CHANGE
MY **FEELINGS**
FOR YOU.



Oh,
JESS -- I'M
SORRY. I'M SO
SORRY...

IT'S
OKAY. IT'S
OKAY.

WITH
EVERYTHING
THAT'S GOING ON,
I'VE JUST BEEN
SO...



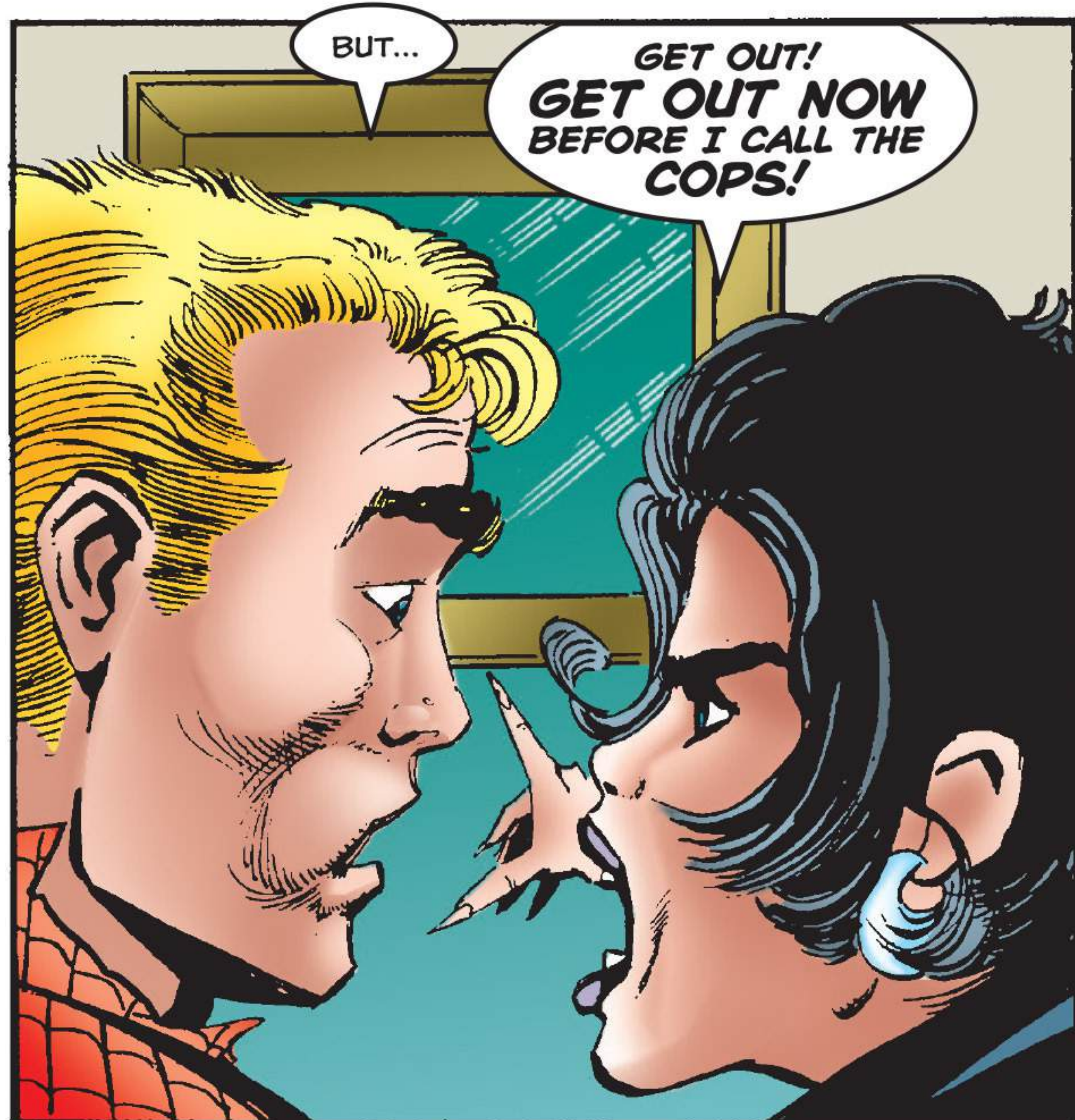
...SO
YOU'LL BURN
THE
NEGATIVES...?



I CAN'T BELIEVE
YOU! THAT'S
ALL YOU CAME
BACK
FOR!

W-WHAT?

YOU
DON'T CARE ABOUT
ME! YOU'D SAY
ANYTHING JUST
TO GET THOSE PICTURES!



BUT...

**GET OUT!
GET OUT NOW
BEFORE I CALL THE
COPS!**



JUST...

...GET
OUT...

THE MASSAPEQUA, LONG ISLAND HOME OF NORMIE AND LIZ ALLAN OSBORN.

SINCE HER HUSBAND'S DEATH MORE THAN A YEAR AGO --

-- LIZ OSBORN HAS MAINTAINED A "SILENT PARTNER" STATUS IN REGARD TO THE ADMINISTRATION OF OSBORN INDUSTRIES --

-- LEAVING THE DAY-TO-DAY WORKINGS OF THE HUGE CONGLOMERATE TO HER BROTHER, THE CORPORATION'S CURRENT CEO, MARK RAXTON.

SHE DOES, HOWEVER MAKE IT HER BUSINESS TO KEEP AN EYE ON COMPANY EXPENDITURES, IN THIS CASE, THE QUARTERLY FINANCIAL REPORT.

HARRY OSBORN DIED IN THE NOW-CLASSIC SPECTACULAR SPIDER-MAN #200 -- classic Ralf

THIS LEDGER SHOWS OSBORN PUMPING HUGE AMOUNTS OF CAPITAL INTO ONE OF OUR LESSER SUBSIDIARIES...

THIS CAN'T BE RIGHT. SOMEONE MUST'VE GOTTEN THEIR NUMBERS WRONG.

AND IN THE OFFICES OF MARK RAXTON --

LIZ?! HI! I'M SURPRISED TO HEAR FROM YOU.

WHAT CAN I DO FOR YOU?

MARK -- I WAS JUST GOING OVER THE BOOKS FOR LAST QUARTER, AND -- WELL, I HOPE IT'S A MISTAKE --

-- IT SHOWS AN INCREDIBLE AMOUNT OF MONEY BEING FUNNELED INTO ONE OF THE SMALLER AFFILIATES --

-- A LITTLE RESEARCH COMPANY CALLED MULTIVEX!

Well, that about **CLINCHES** it!

I'm a failure at everything -- I can't even apologize right!

MARY JANE, I... IS PETER HERE?

BEN!
NO, HE'S OUT. HE'S...

...HE COULDN'T WAIT FOR YOU, BEN --

Jess is so **SKETCHED ON ME** now, there's no way to fix it.

I have **NOWHERE** to go -- **NO LIFE** to return to --

-- the **LEAST** I can do is listen to Peter -- help him on his "**QUEST for the TRUTH**".

-- EVER SINCE THE **JACKAL** AND **LOSING** his **SPIDER POWERS**, PETER'S BEEN **DETERMINED** NOT TO BE **MANIPULATED** -- NOT TO BE **LIED TO** AGAIN.

HE WANTS THE **TRUTH** -- HE **NEEDS** IT -- AND HE WON'T REST UNTIL HE'S **FOUND** IT.

HE WENT TO GET **ANSWERS** FROM **SEWARD** --

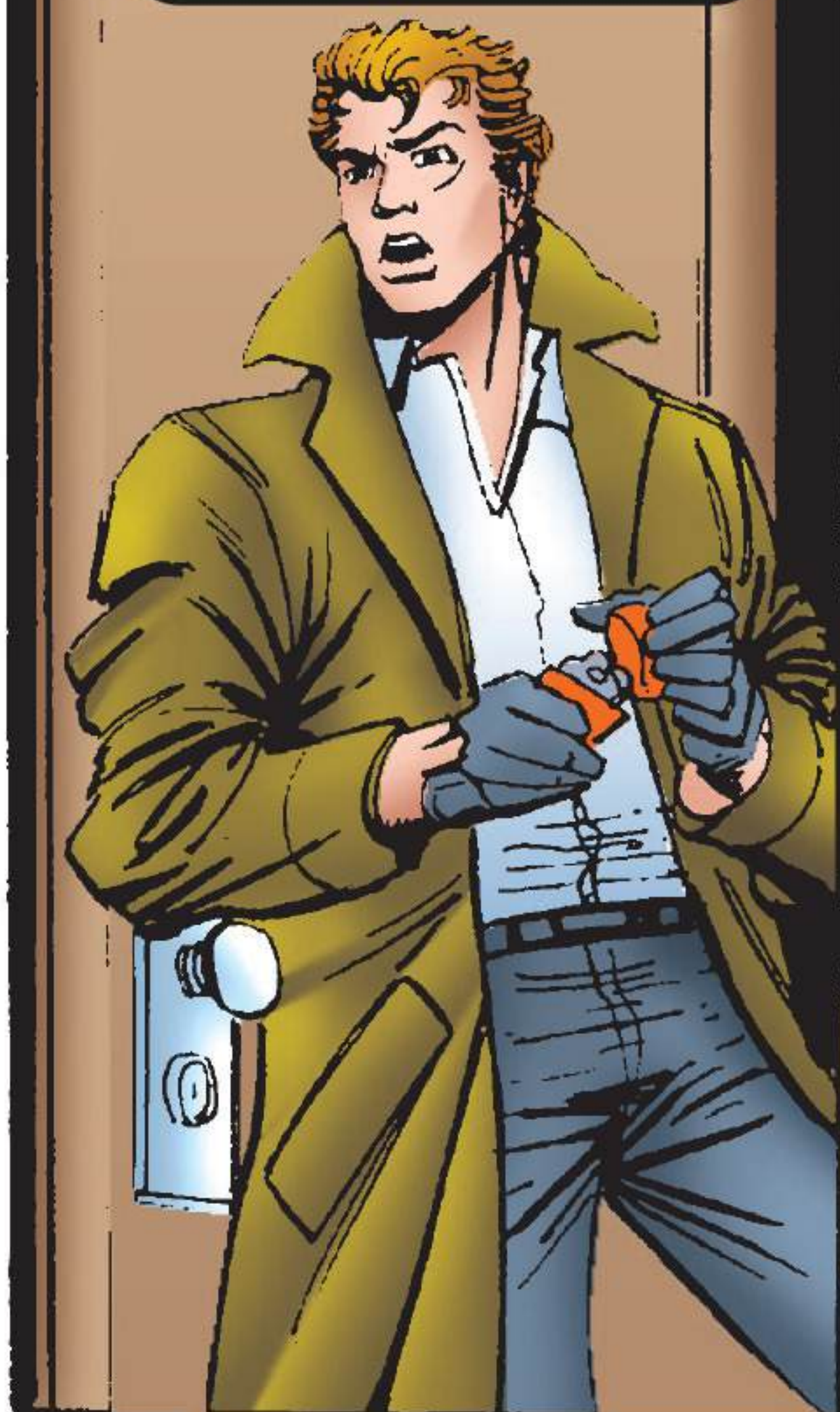
"-- HE WENT BACK TO **MULTIVEX**."

WELL, IT'S NICE TO KNOW THAT AFTER ALL THESE YEARS OF **BUSTING THIEVES** AND **CAT-BURGLARS**, I **PICKED UP SOMETHING...**

AND IT WAS NICE OF **FELICIA** TO GIVE ME THIS SET OF **LOCK-PICKS**.

* **FELICIA HARDY**, aka **THE BLACK CAT**, THAT IS -- **PurrryRalf**

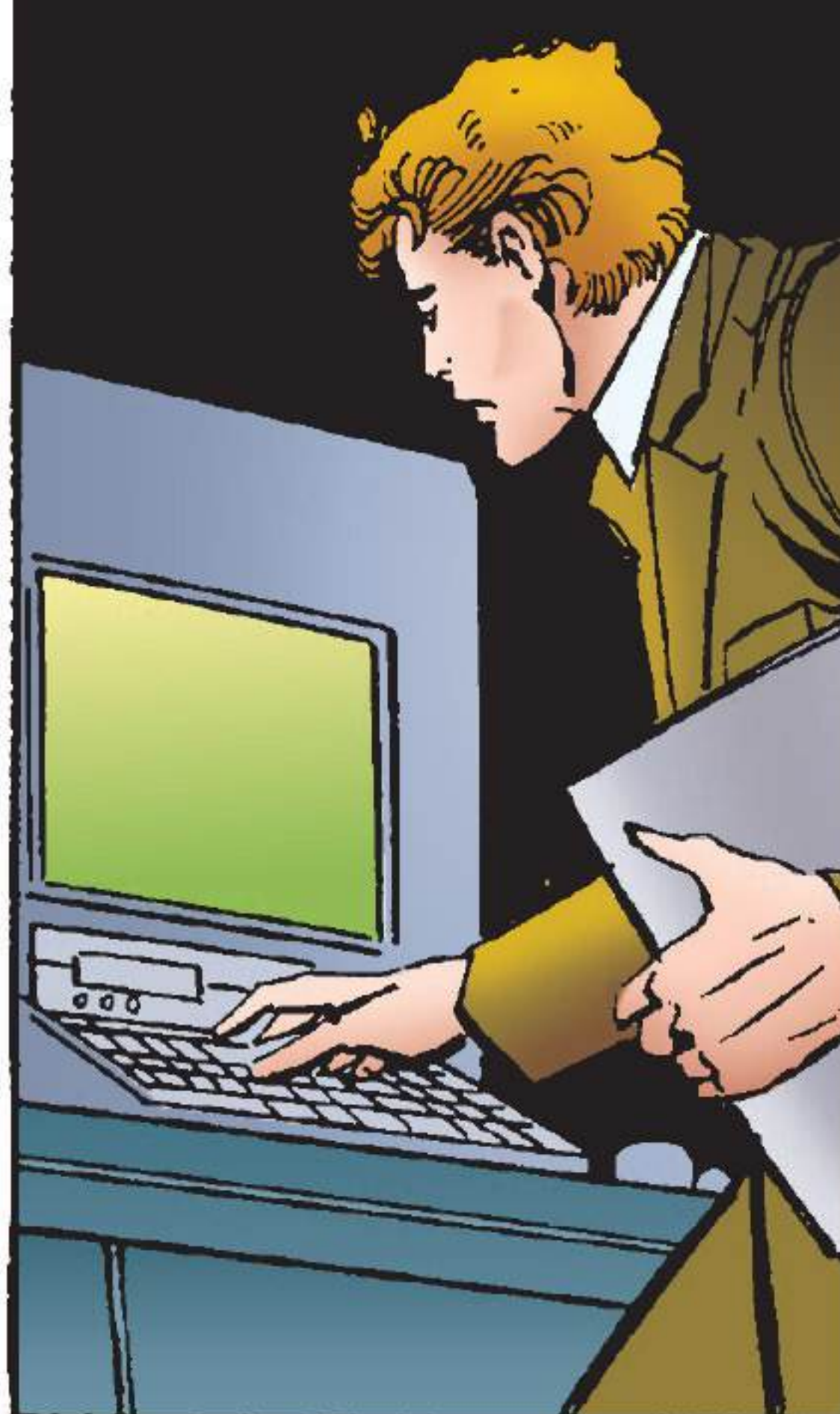
A LITTLE SILLY
PUTTY TO KEEP THE
SECURITY ALARMS
OCCUPIED...



...TAKE SOME
PRECAUTIONS
WITH A COUPLE OF
SURVEILLANCE
CAMERAS...



...THE LOAN OF
A LABCOAT AND
A CLIP BOARD...



...AND, BADDA-BING,
BADDA-BOOM...

...I'M A MULTIVEX
EMPLOYEE!



THE COMPUTER SCHEMATIC
SHOWED SEWARD'S LAB BEING
OVER IN THE EAST WING --

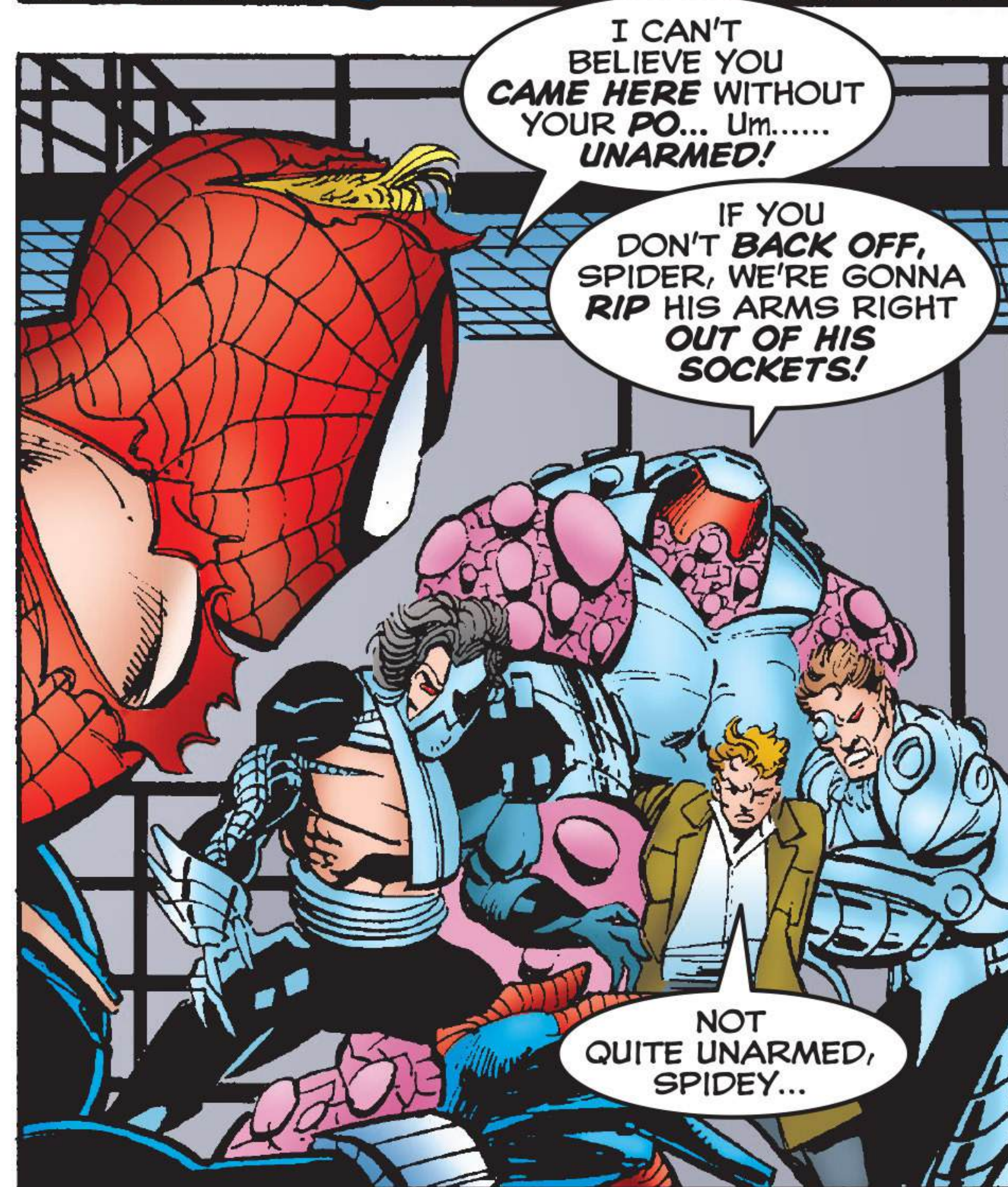
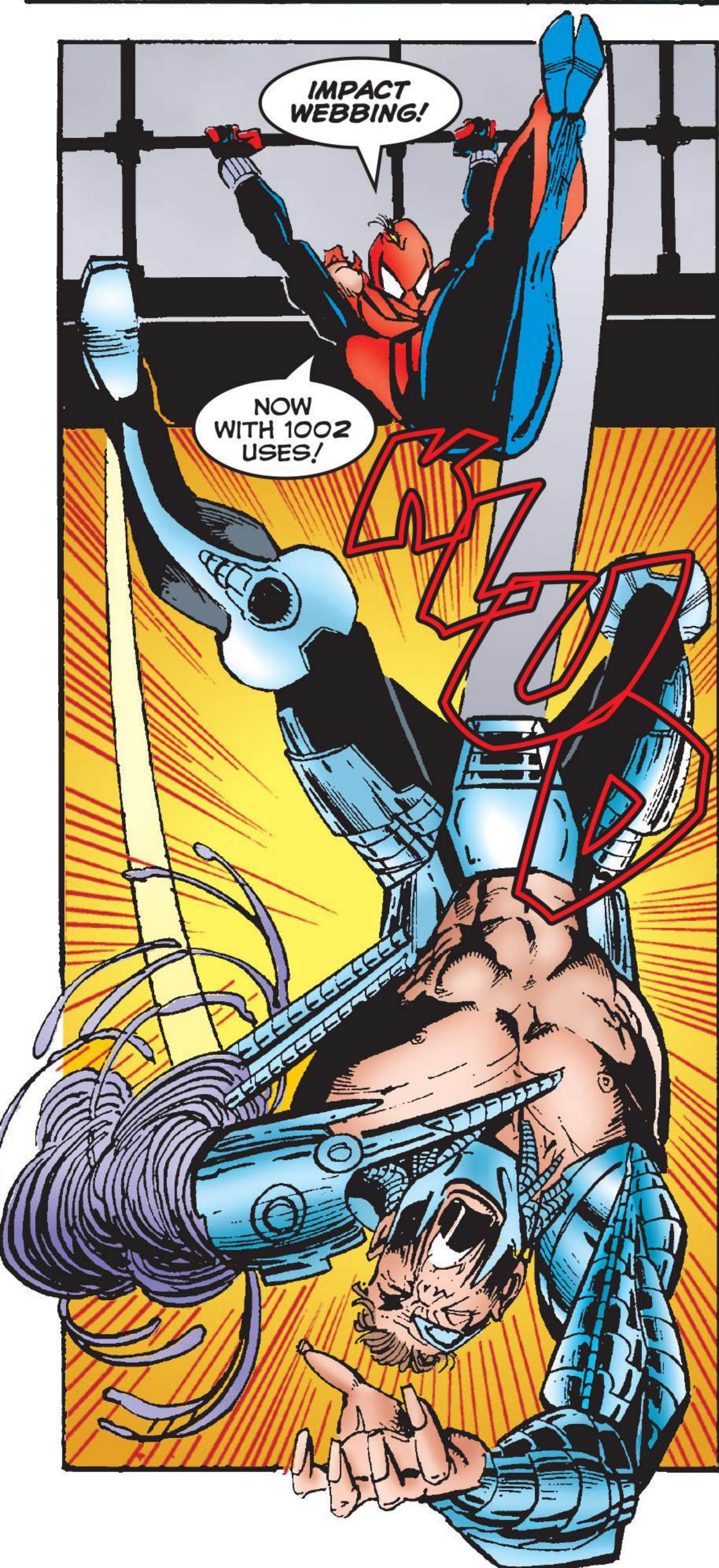
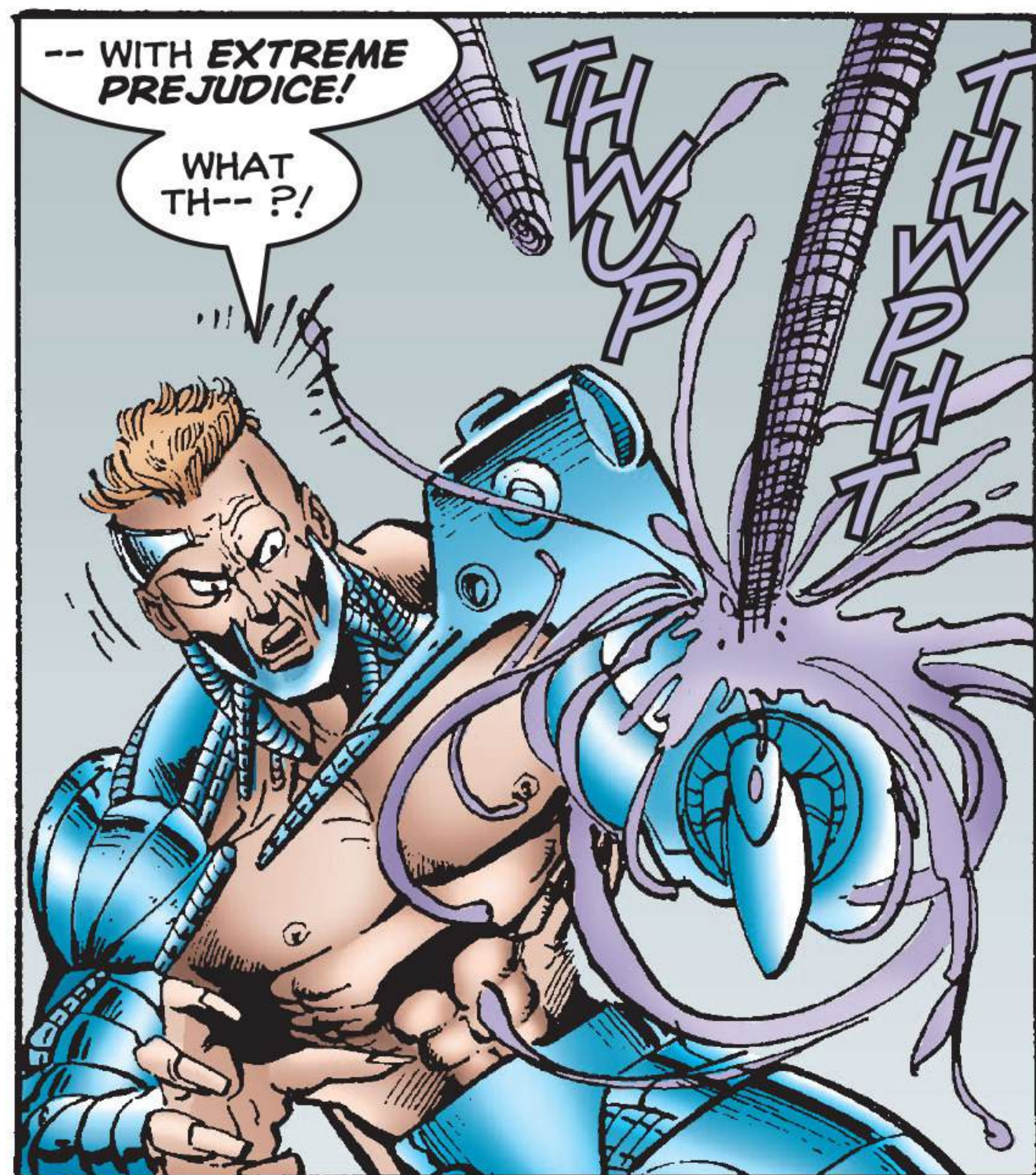
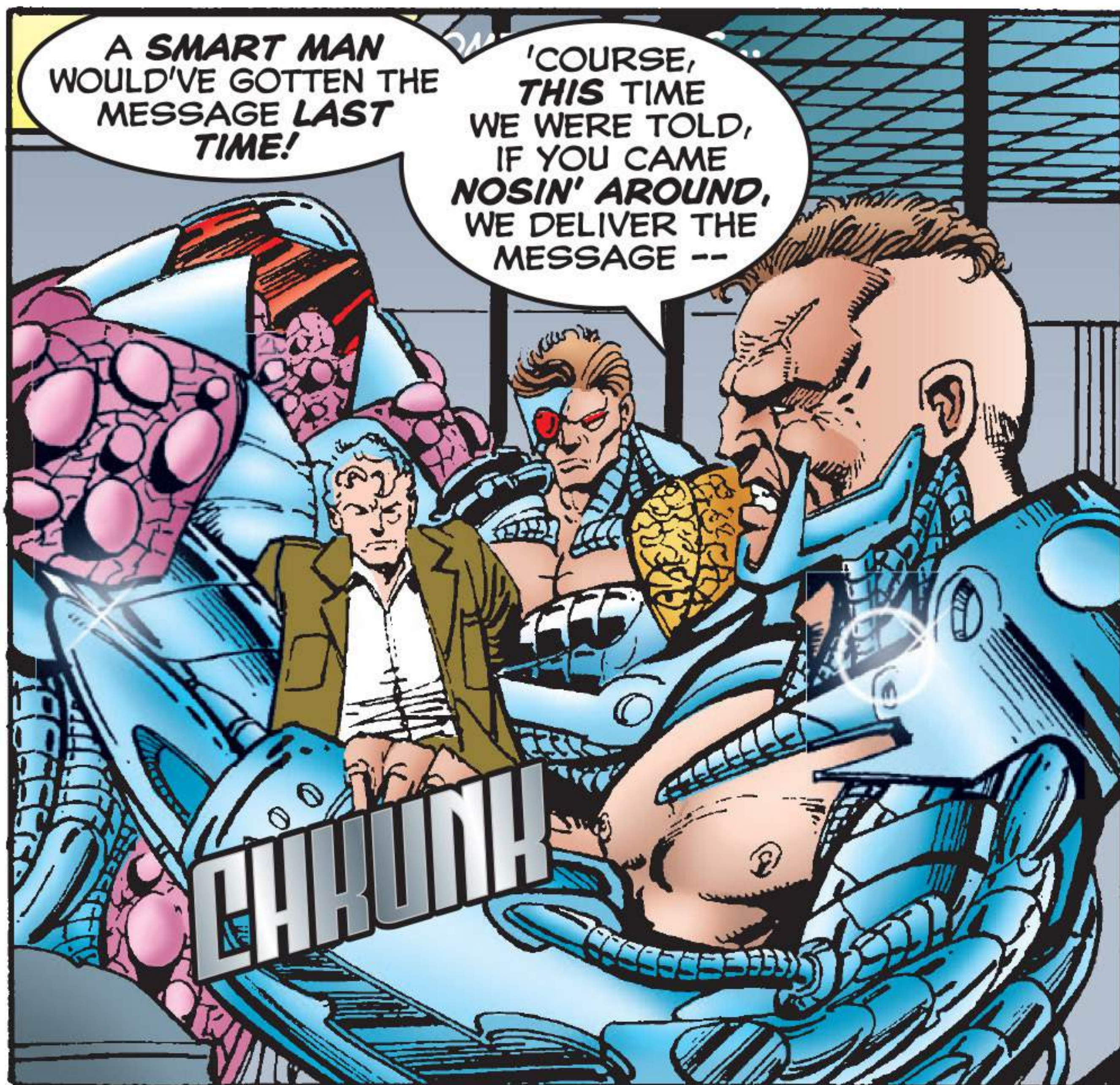
-- AND IF I READ THE
BLUEPRINTS CORRECTLY,
I CAN TAKE A DETOUR
THROUGH HERE AND AVOID
ANY MORE SECURITY CAM --

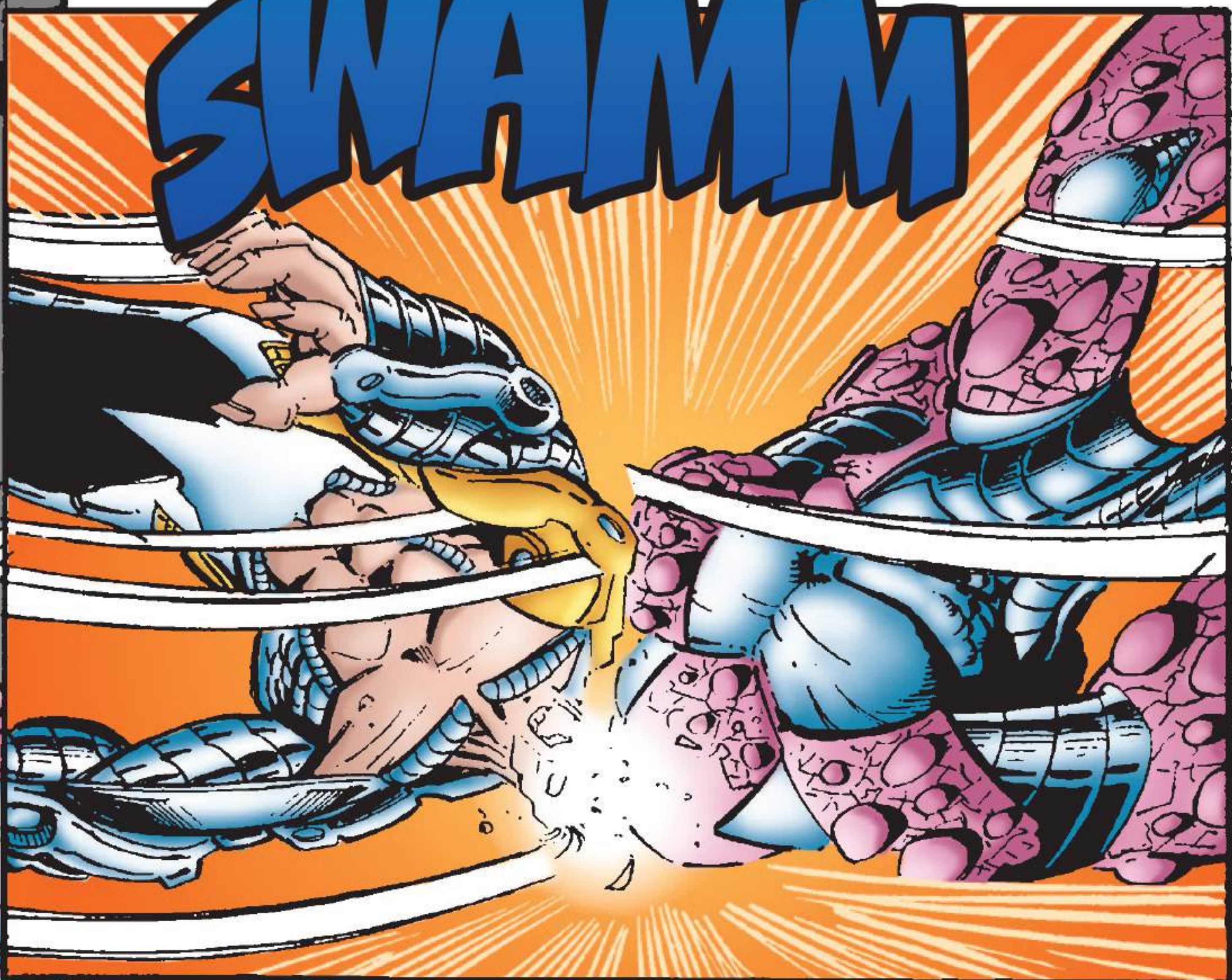
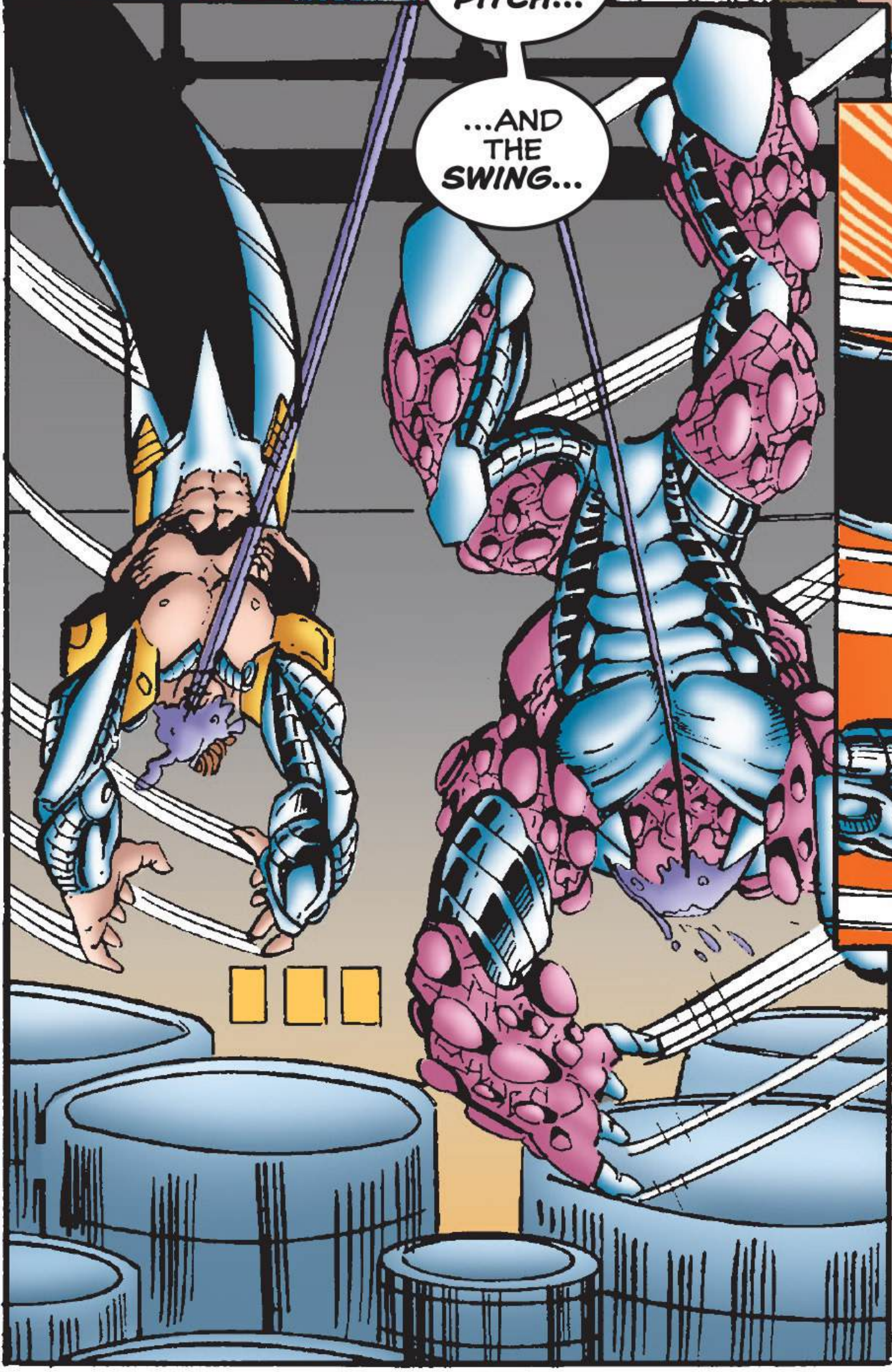
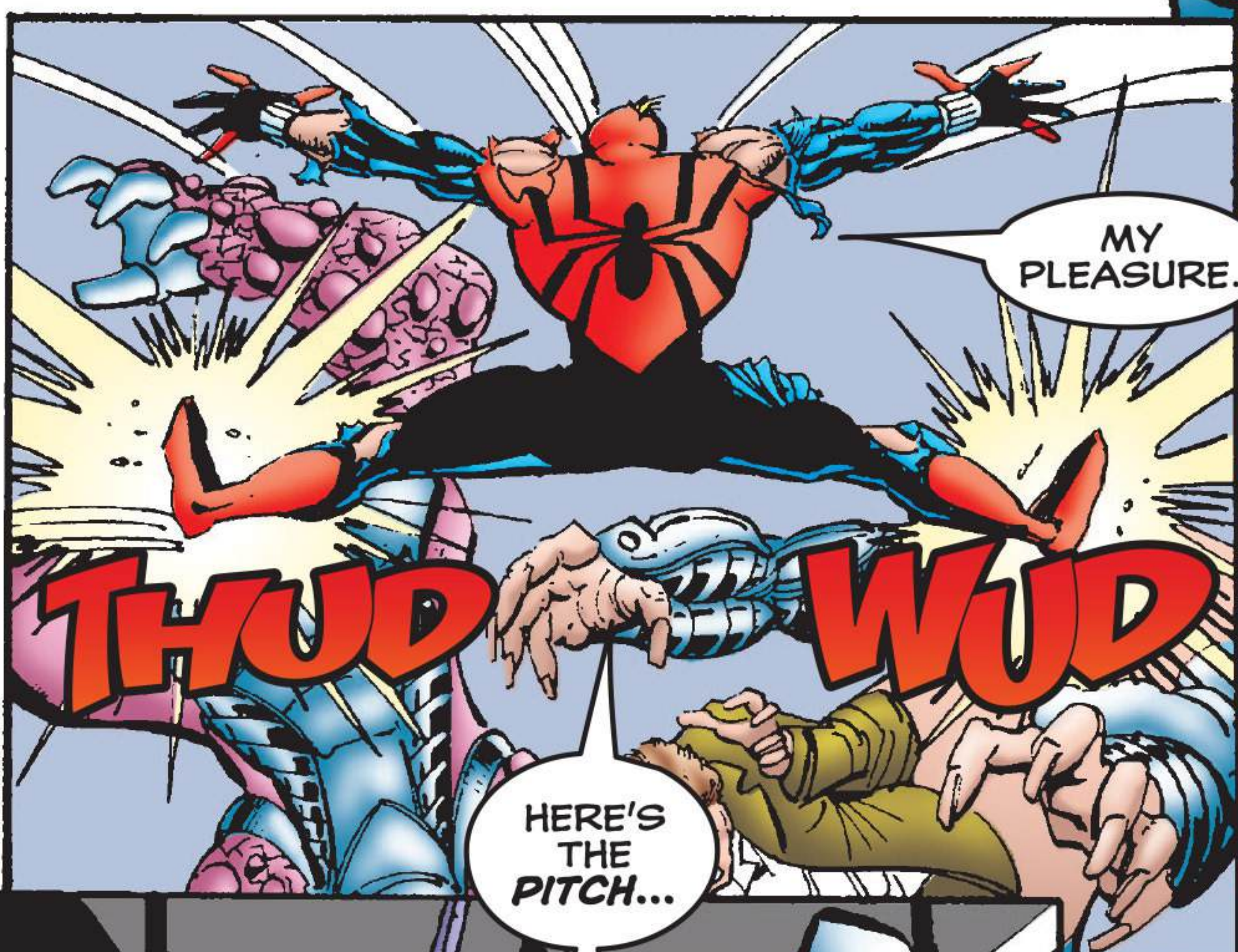
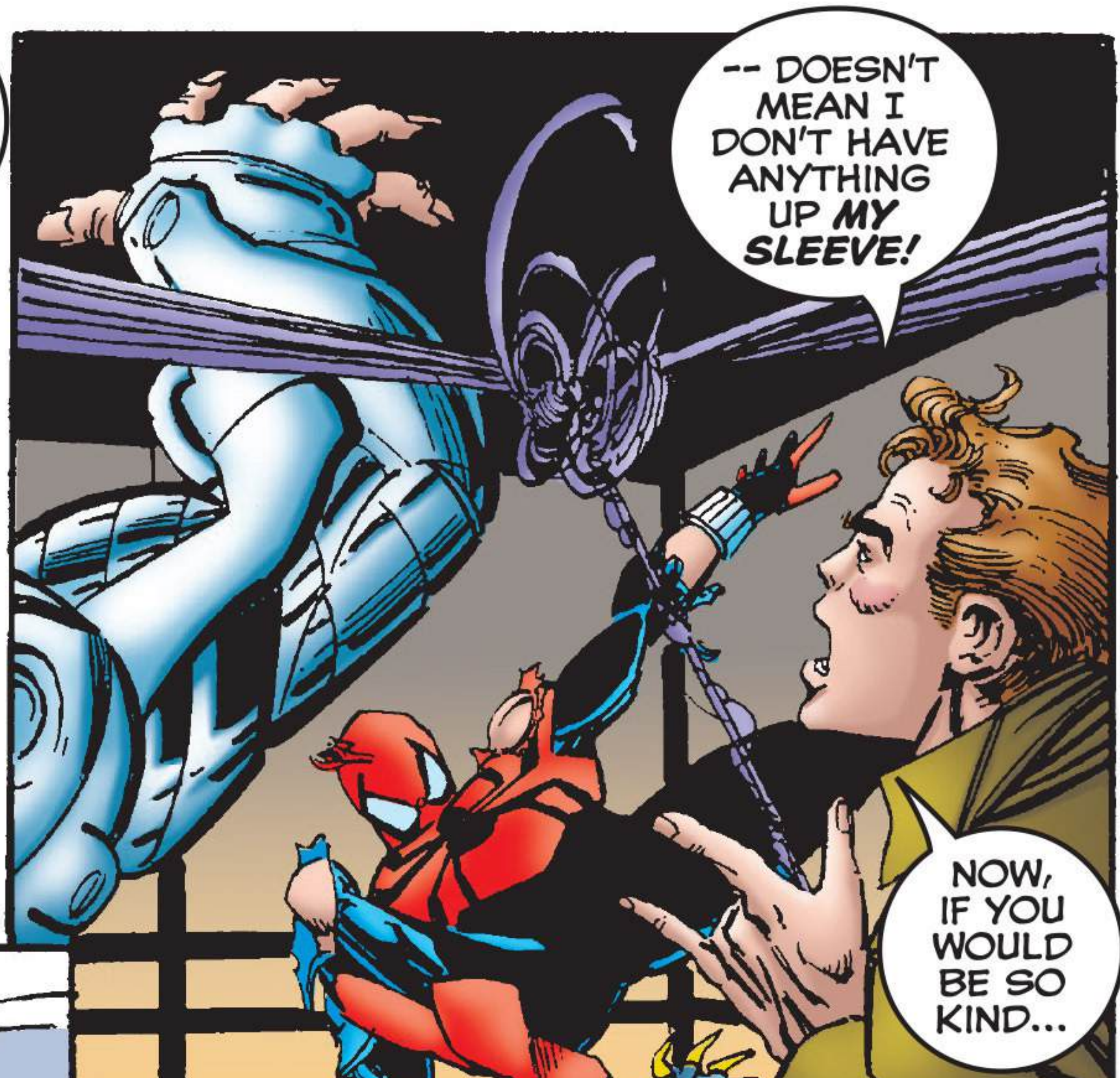


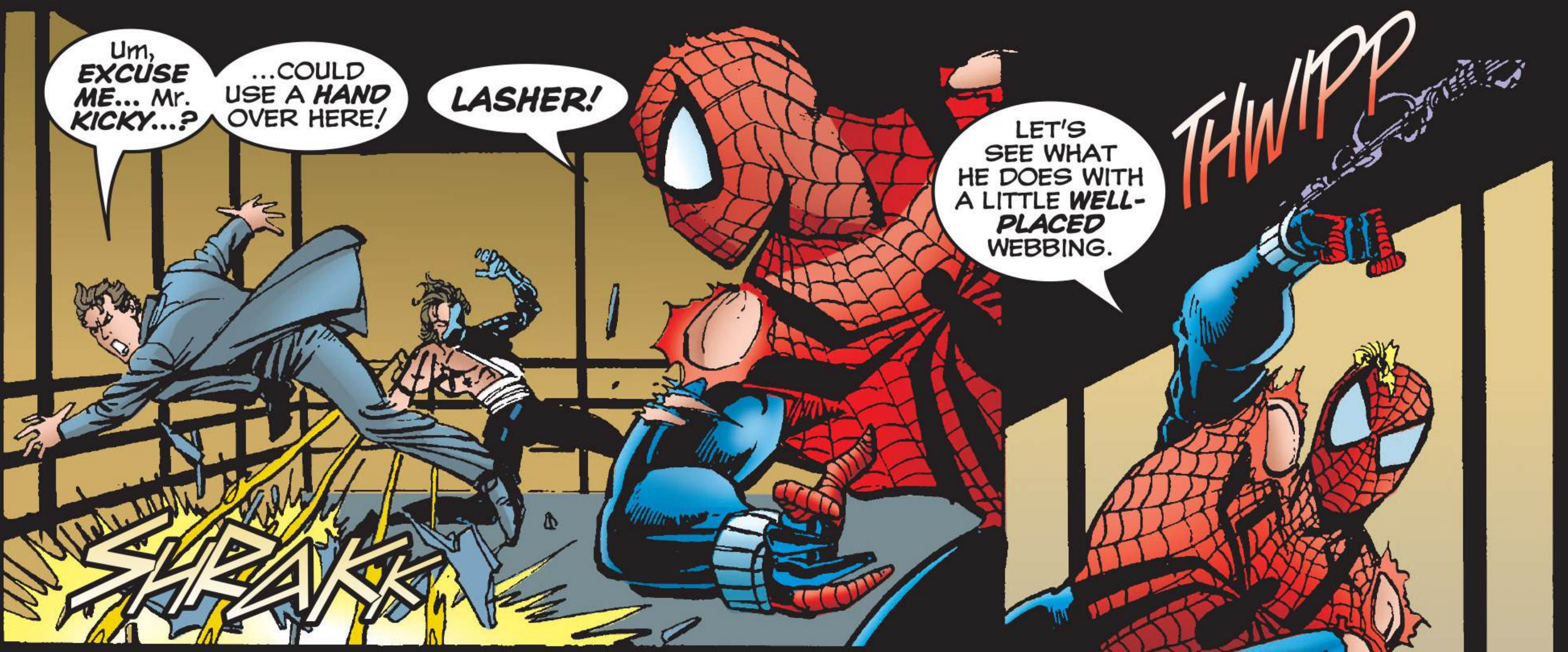
WHOA-HO!

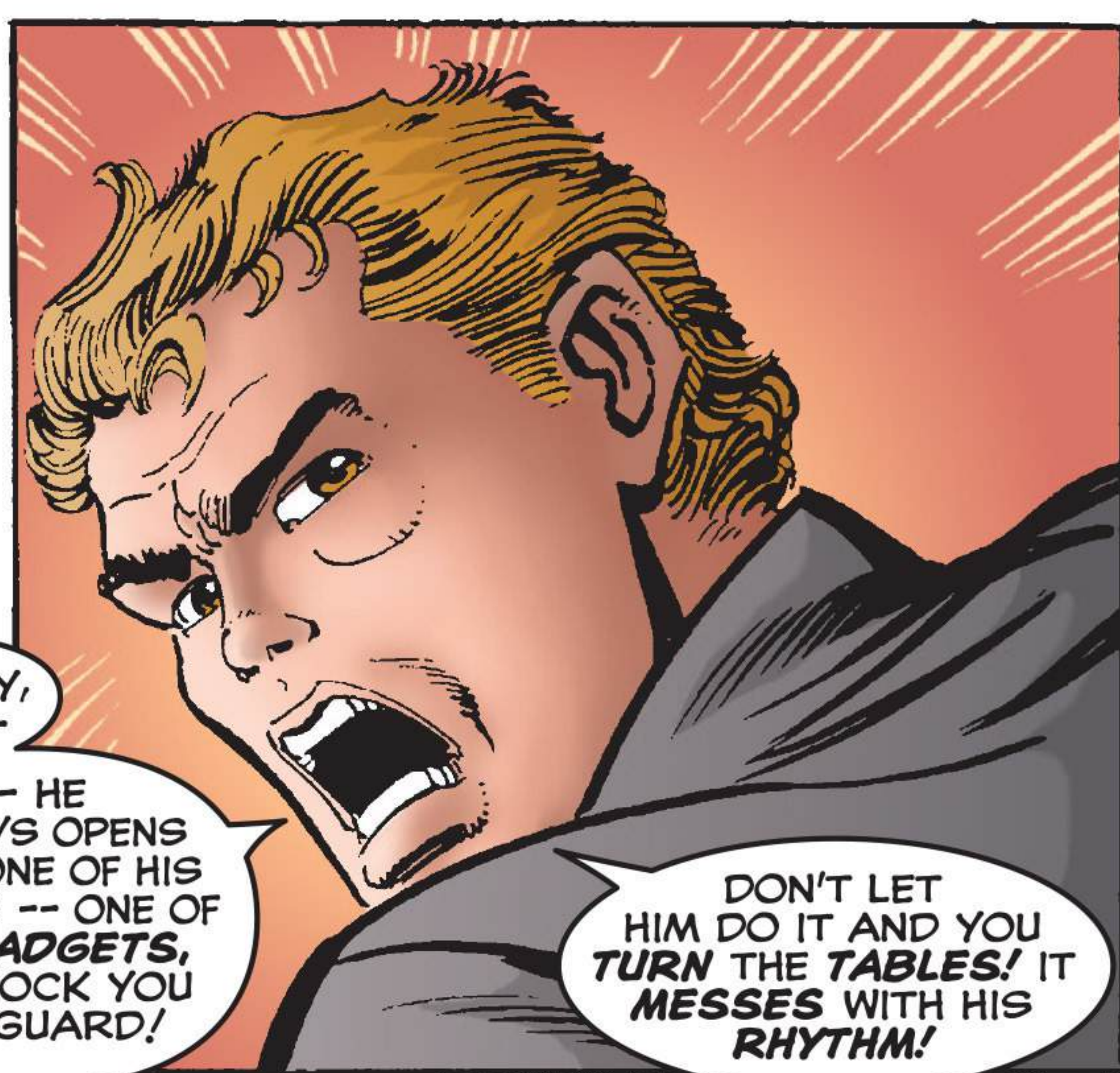
WHAT IS
IT, PARKER...?
ARE YOU A
MASOCHIST... OR
JUST PLAIN
STUPID?!

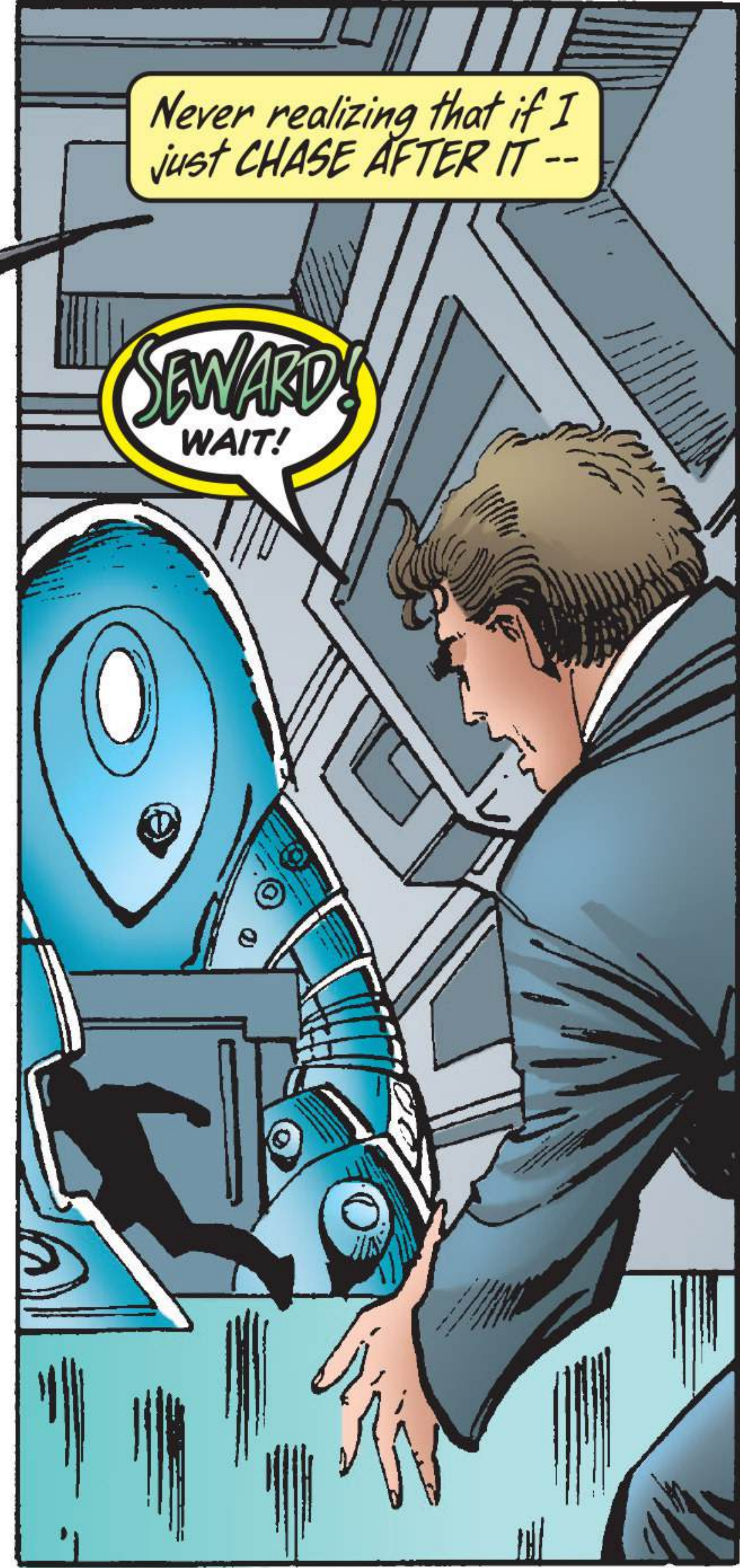
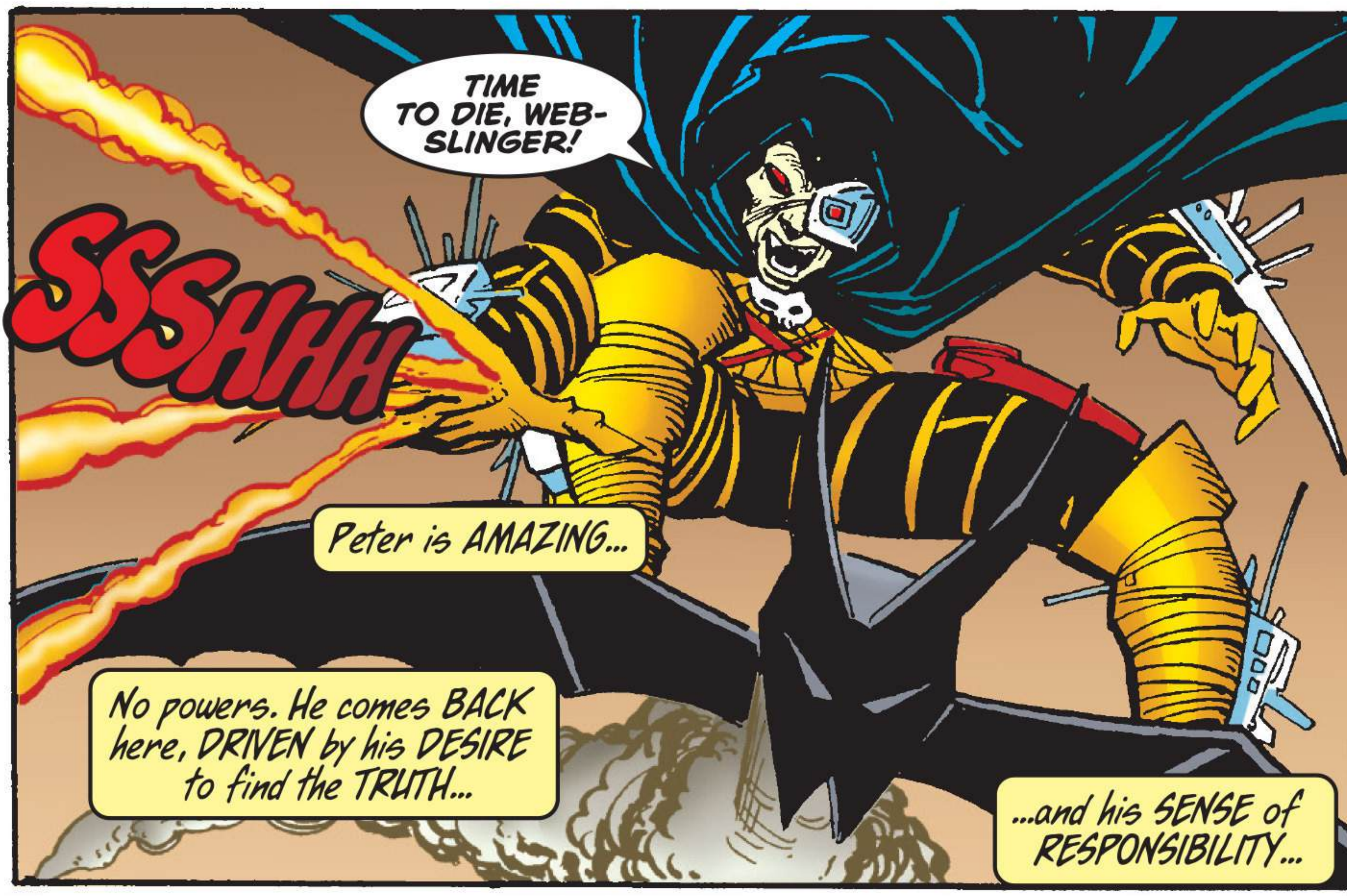














SEWARD!
STOP! WHY
WON'T YOU
TALK TO
ME?!

If I can just
GRAB HOLD OF IT --



-- CONFIDENCE -- if
I have a little FAITH
in MYSELF --

-- I can TAKE
BACK CONTROL
of my LIFE!



Peter goes after
HIS answers...

...I get some
of my OWN!



HOOF

I DON'T
KNOW WHY **YOU**
CARE IF I BLOW UP
SOME COFFEE BAR AND
FRAME SOME **NOBODY**
NAMED REILLY
FOR IT --

-- BUT
YOU'RE GONNA
REGRET
INTERFERING
WITH THIS
OPERATION!

?!?
WHO,
HOBGOBLIN?
WHO'S
BEHIND
THIS?!?



Uhn-uh. **CLIENT/MERCENARY
PRIVILEGE.** YOU WANNA
KNOW **WHO** I'M WORKING
FOR?

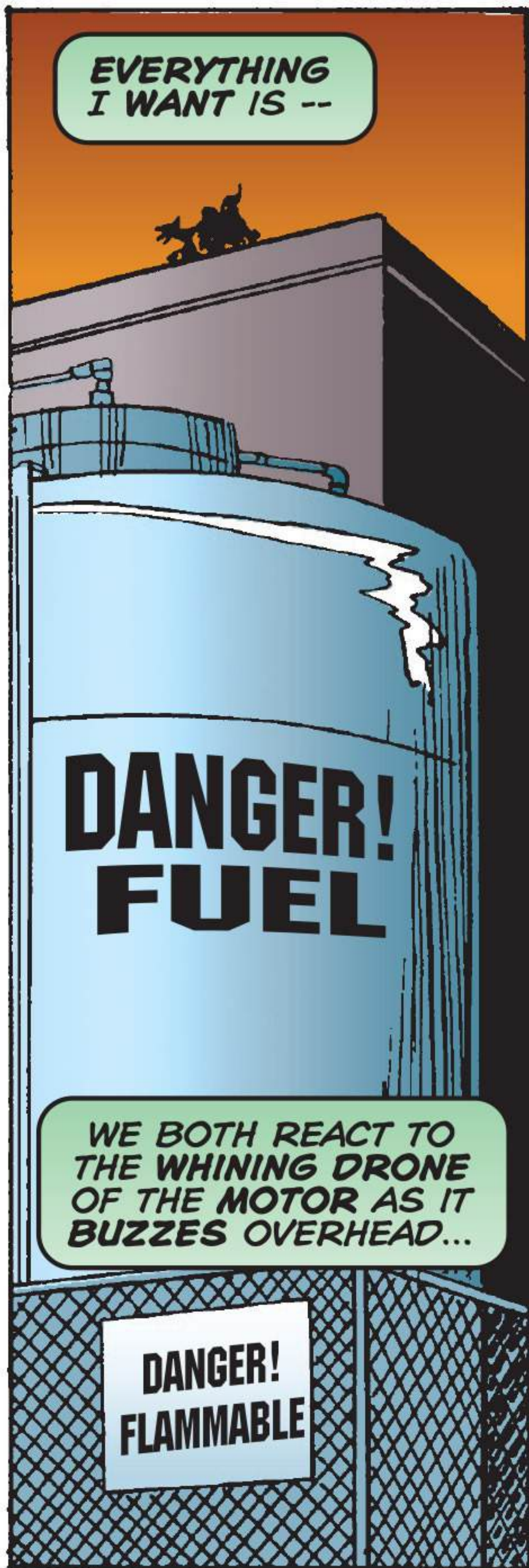
SUFFER!

VRRRRR



SUDDENLY, I HAVE ALL THE ANSWERS RIGHT IN MY HANDS...

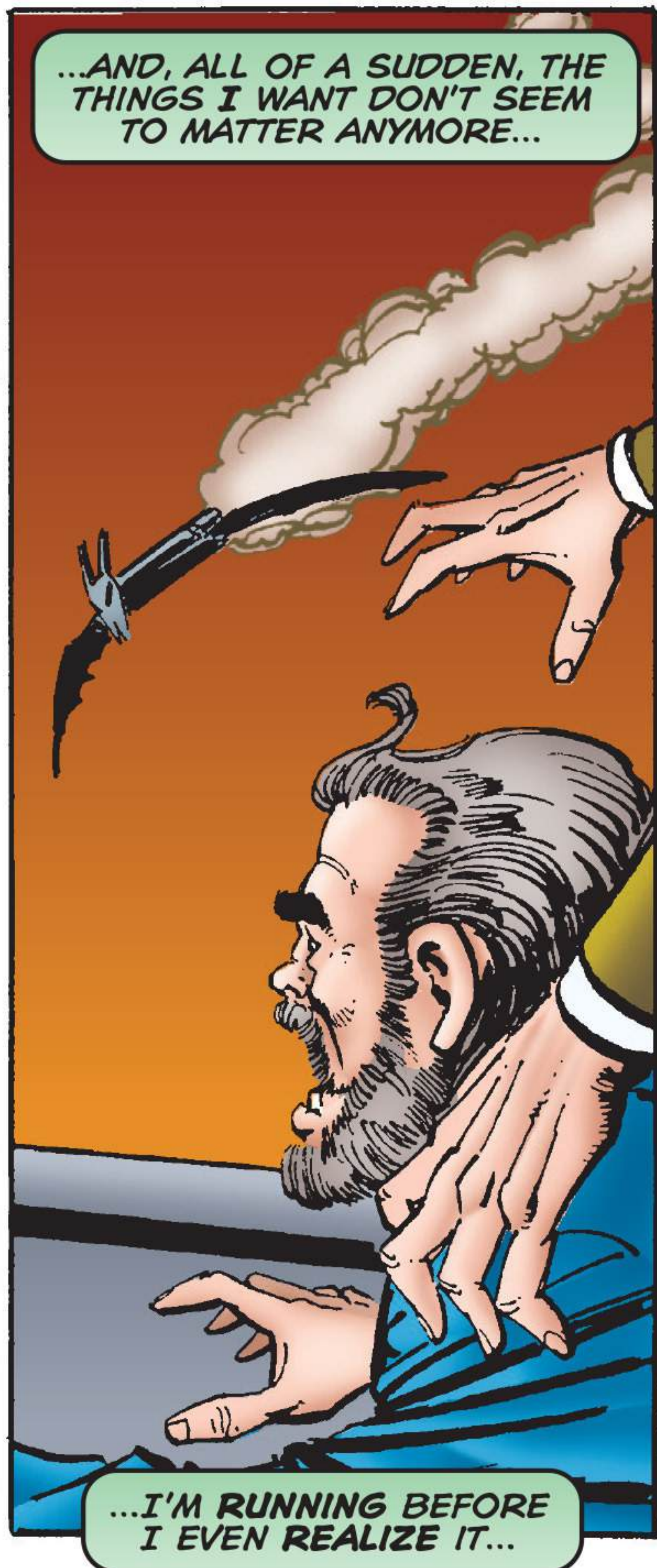
...AND THE TRUTH IS SO CLOSE I CAN TASTE IT.



EVERYTHING I WANT IS --

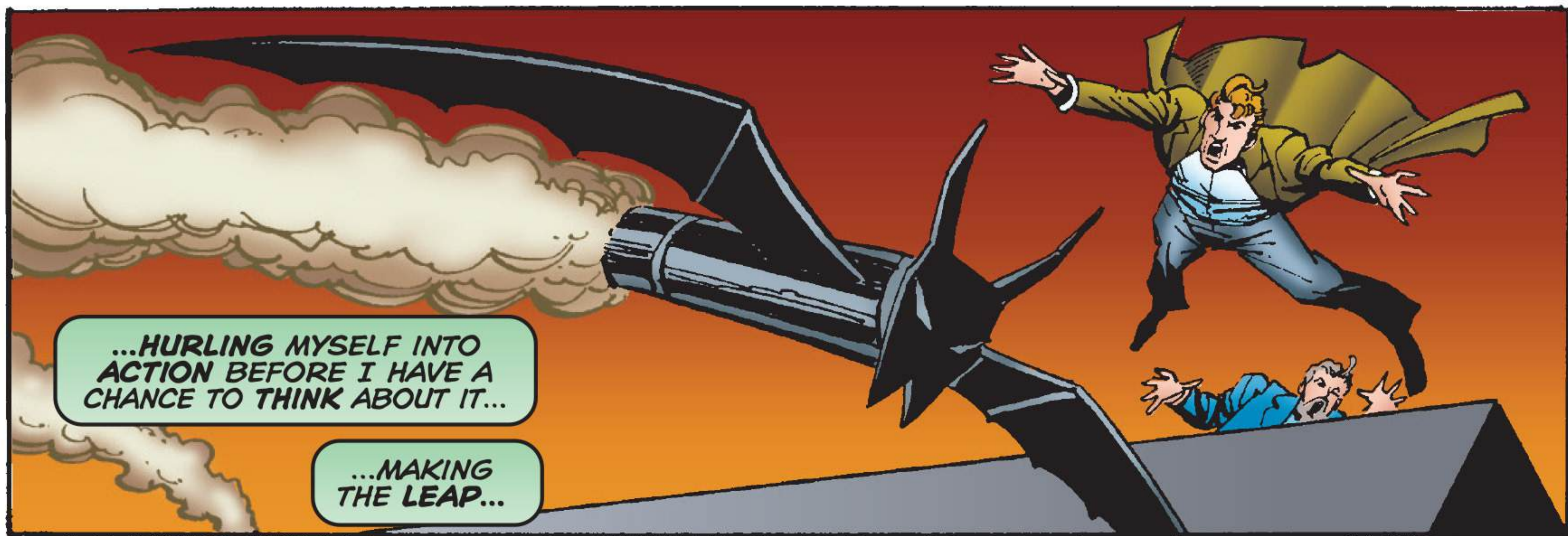
WE BOTH REACT TO THE WHINING DRONE OF THE MOTOR AS IT BUZZES OVERHEAD...

DANGER!
FLAMMABLE



...AND, ALL OF A SUDDEN, THE THINGS I WANT DON'T SEEM TO MATTER ANYMORE...

...I'M RUNNING BEFORE I EVEN REALIZE IT...



...HURLING MYSELF INTO ACTION BEFORE I HAVE A CHANCE TO THINK ABOUT IT...

...MAKING THE LEAP...



...AND MAKING THE PLAY!



If I can take Hobgoblin DOWN -- make him CONFESS -- I can CLEAR MY NAME as Ben Reilly.



And suddenly, I have all the ANSWERS right in my HANDS...

...and the TRUTH is so close I can TASTE it!



Everything I want is --

We both react to the WHINING DRONE of the motor as it BUZZES overhead...



...and all of a sudden the things that I want don't seem to matter anymore...

...I'm RUNNING before I even REALIZE it...



...HURLING myself into ACTION before I have a chance to THINK about it...

...making the LEAP...



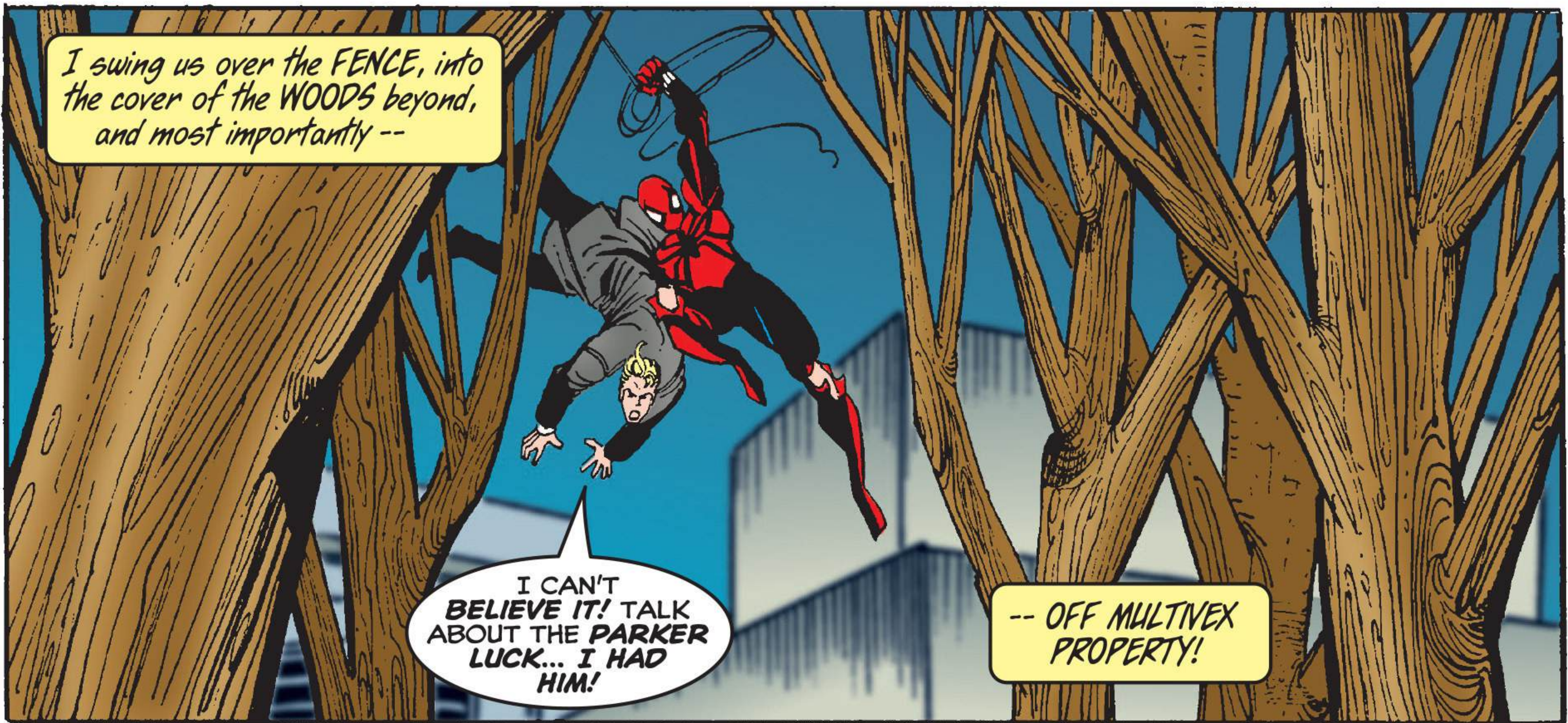
...and making the PLAY!



WEEED WEEED WEEED WEEED WEEED

GREAT. COPS.

And in the time it took me to grab Peter, SEWARD and the HOBGOBLIN both BAILED.



I swing us over the **FENCE**, into the cover of the **WOODS** beyond, and most importantly --

I CAN'T **BELIEVE IT!** TALK ABOUT THE **PARKER LUCK...** I HAD **HIM!**

-- OFF **MULTIVEX** PROPERTY!



I **HAD** SEWARD! I HAD THE **ANSWERS!** --

-- AND THEN I JUST LET THEM **SLIP** THROUGH MY **FINGERS!**

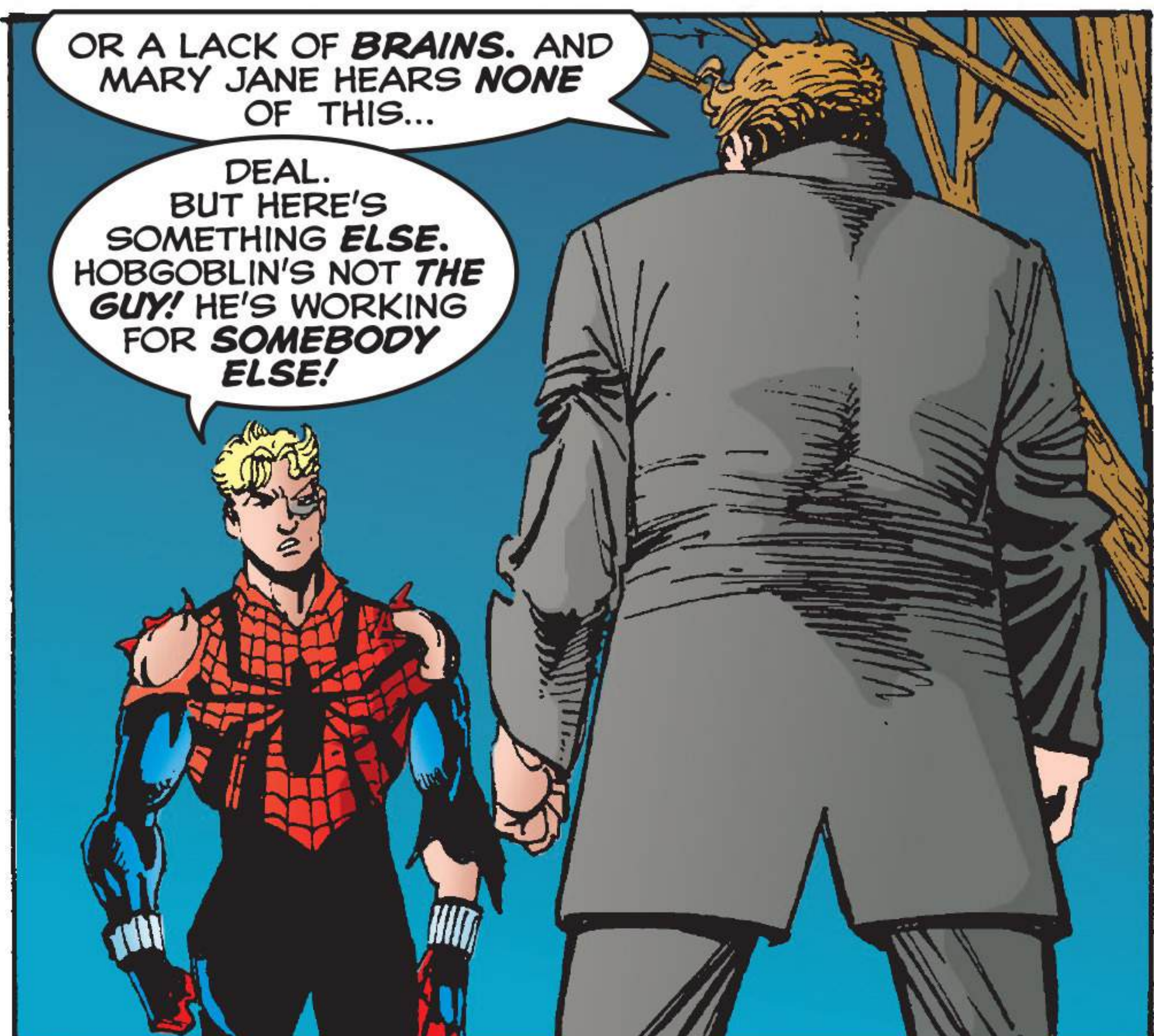
NO YOU DIDN'T.



YOU LET IT **GO.**

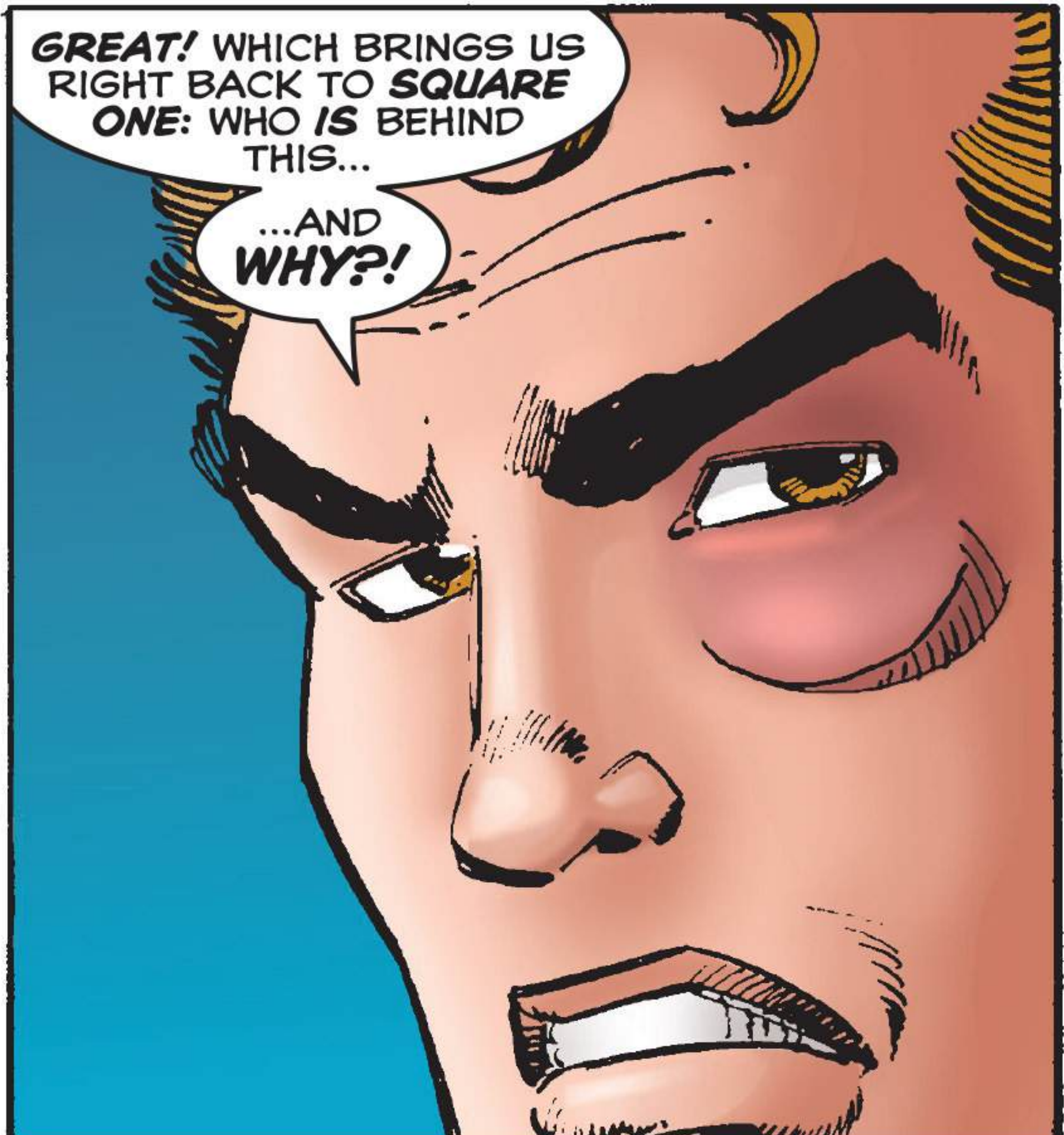
YOU **SACRIFICED** WHAT YOU **WANTED** TO STOP THE **GLIDER** FROM HITTING THE **FUEL TANK.** ALL THE **RESPONSIBILITY,** NONE OF THE **POWERS!**

THAT TOOK A LOT OF **GUTS, PETE.**



OR A LACK OF **BRAINS.** AND **MARY JANE** HEARS **NONE** OF THIS...

DEAL. BUT HERE'S SOMETHING **ELSE.** **HOBGOBLIN'S** NOT **THE GUY!** HE'S WORKING FOR **SOMEBODY ELSE!**



GREAT! WHICH BRINGS US RIGHT BACK TO **SQUARE ONE:** WHO **IS** BEHIND THIS...

...AND **WHY?!**

MARVEL
COMICS



SPIDER-MAN

JUNE '96 5

THE SENSATIONAL

SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

BLOOD
BROTHERS
PART 5 OF 6



THE FIERY FURY OF--
THE MOLTEN MAN!

The last few days
have been **NASTY**.

My apartment was trashed,
the coffee bar where I work
was torched --

-- and I was accused of being
the **ARSONIST** who did it!

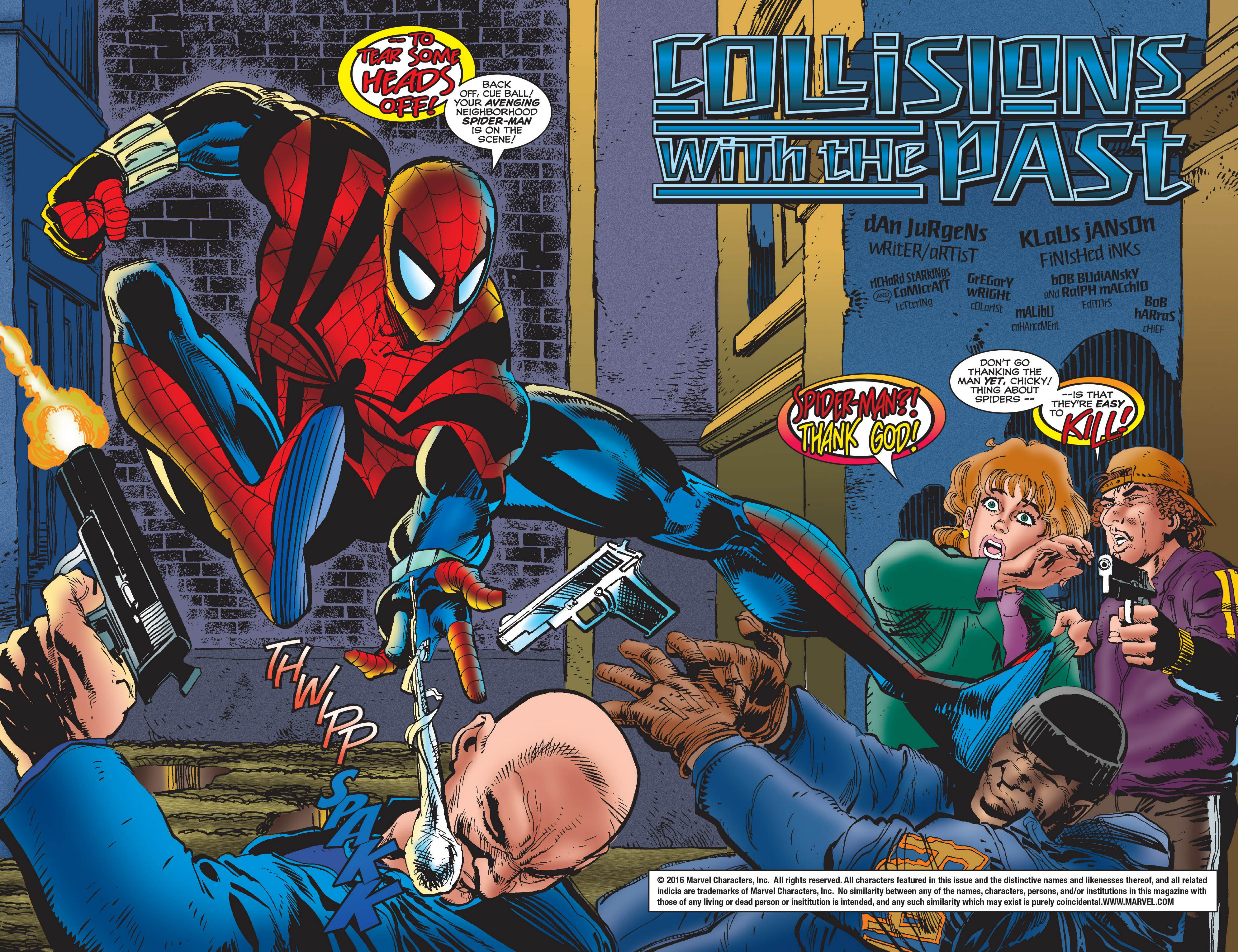
On top of that, my girlfriend
found out I'm **SPIDER-MAN**!

Like I said...

...**NASTY**.

Puts me in
a mood --





--TO
TEAR SOME
HEADS
OFF!

BACK
OFF, CUE BALL!
YOUR AVENGING
NEIGHBORHOOD
SPIDER-MAN
IS ON THE
SCENE!

COLLISIONS

With the PAST

dAn JuRgeNs
WRITER/ARTIST

KLaUs jANsOn
FINISHED INKS

McHArD StArKIngs
AND CoMICAFT
LeTtErInG

GrEGoRy
WRIGHt
CoLoRIsT

BoB BUdIAnsky
AND RAIPH mAcChIo
EDITORS

mALIBU
enHANCeMEnt

BoB
hARRAs
ChIEF

DON'T GO
THANKING THE
MAN YET, CHICKY!
THING ABOUT
SPIDERS --

--IS THAT
THEY'RE EASY
TO

KILL!

**SPIDER-MAN?!
THANK GOD!**

THWIP

SPACK



TOO BAD, COWBOY! YOU MISSED!

ALL YOU DID WAS MAKE ME MAD!

AND THE Madder SPIDEY GETS --



-- THE STRONGER SPIDEY GETS!

Suddenly, all the frustrations and emotions of the last few days EXPLODE!

I tear into the guy like a starving tiger into raw meat.

MUGGING INNOCENT PEOPLE -- YOU'RE SCUM!

At that moment... I barely kept control!

I was hitting harder than I ever would normally!

Even if he deserved it --

-- I could never really lose control against some ordinary thug.

THAT'S ENOUGH! YOU DON'T NEED TO KILL THE MAN!

I... I...



I KNOW.
THANKS.

NO,
I SHOULD BE
THANKING **YOU!** IF
YOU HADN'T COME
BY WHEN YOU
DID --

-- LORD
KNOWS WHAT
THESE CREEPS
WOULD HAVE
DONE TO
ME!

I GUESS
IT'S A LUCKY
COINCIDENCE
YOU WERE
HERE!



NO COINCIDENCE.
I WAS **FOLLOWING**
YOU.

FOLLOWING...
ME? WHY?

YOUR NAME IS
TRISH KOWALSKI AND
YOU HAPPEN TO BE THE
FINANCIAL CONTROLLER AT
THE MULTIVEX CORPORATION.

SO?

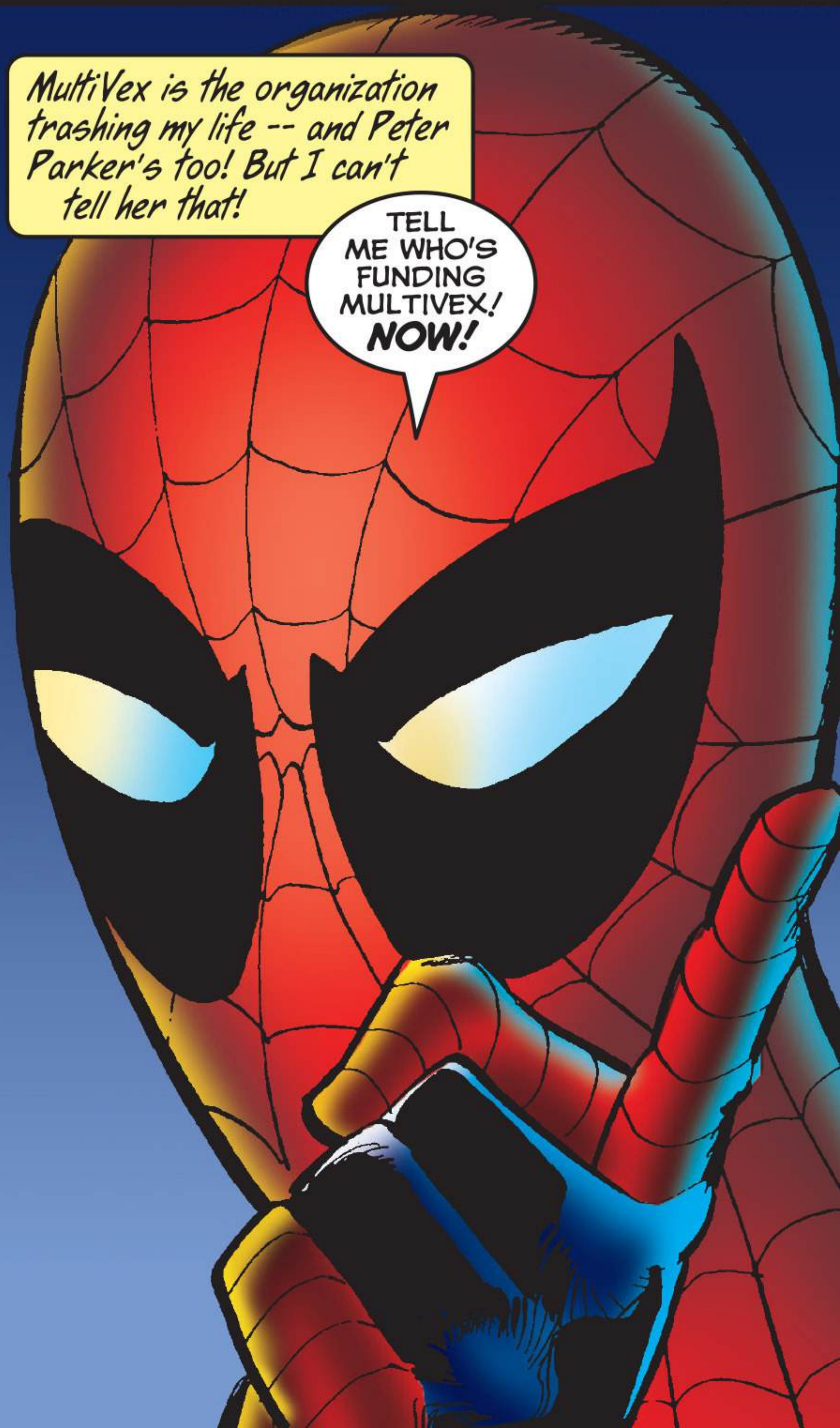


SO MULTIVEX IS A SUPPOSEDLY
LEGIT COMPANY THAT IS ACTUALLY
INVOLVED IN SOME VERY
DIRTY --

-- VERY
ILLEGAL
BUSINESS!

NO!
I DON'T
BELIEVE
YOU!

BELIEVE
IT, SISTER!
I KNOW THIS
FOR A
FACT!



*Multivex is the organization
trashing my life -- and Peter
Parker's too! But I can't
tell her that!*

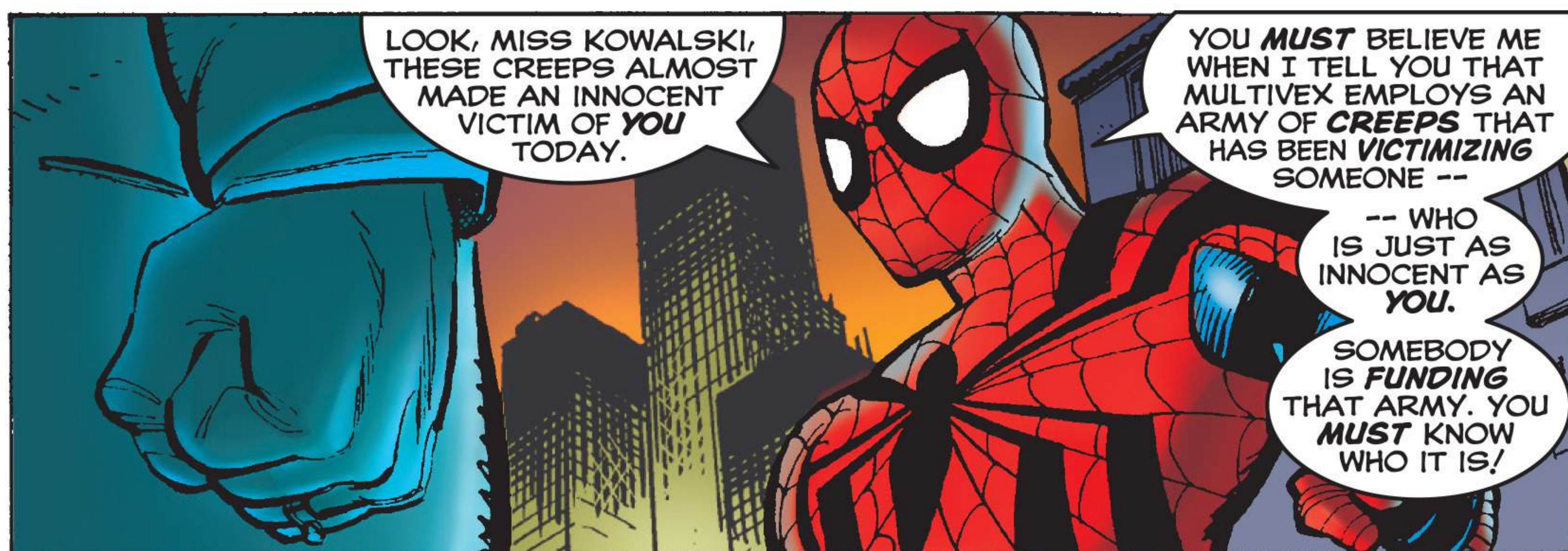
TELL
ME WHO'S
FUNDING
MULTIVEX!
NOW!



BUT... I CAN'T TELL
YOU ANYTHING!
I... DON'T
KNOW!

I
MEAN, THE
COMPANY I
WORK FOR
CAN'T BE DOING
ANYTHING *THAT*
WRONG!

Oh,
YES THEY
CAN.

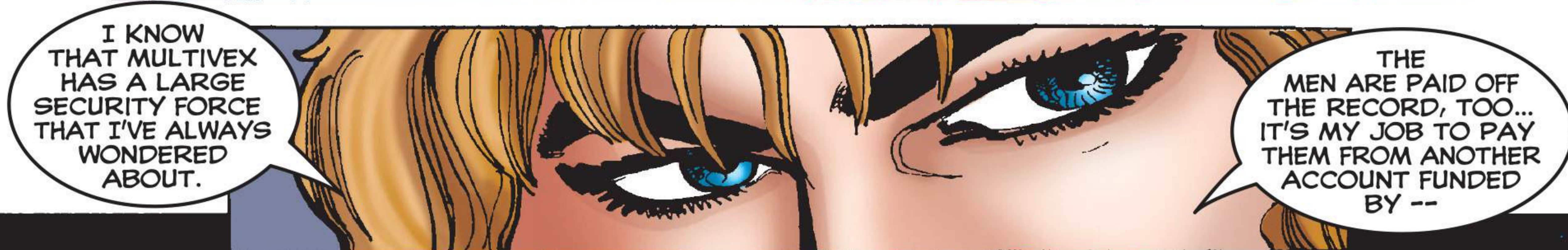


LOOK, MISS KOWALSKI,
THESE CREEPS ALMOST
MADE AN INNOCENT
VICTIM OF *YOU*
TODAY.

YOU *MUST* BELIEVE ME
WHEN I TELL YOU THAT
MULTIVEX EMPLOYS AN
ARMY OF *CREEPS* THAT
HAS BEEN *VICTIMIZING*
SOMEONE --

-- WHO
IS JUST AS
INNOCENT AS
YOU.

SOMEBODY
IS *FUNDING*
THAT ARMY. YOU
MUST KNOW
WHO IT IS!



I KNOW
THAT MULTIVEX
HAS A LARGE
SECURITY FORCE
THAT I'VE ALWAYS
WONDERED
ABOUT.

THE
MEN ARE PAID OFF
THE RECORD, TOO...
IT'S MY JOB TO PAY
THEM FROM ANOTHER
ACCOUNT FUNDED
BY --



-- OSBORN
INDUSTRIES!

*The name hits me harder
than a hammer in the face.*

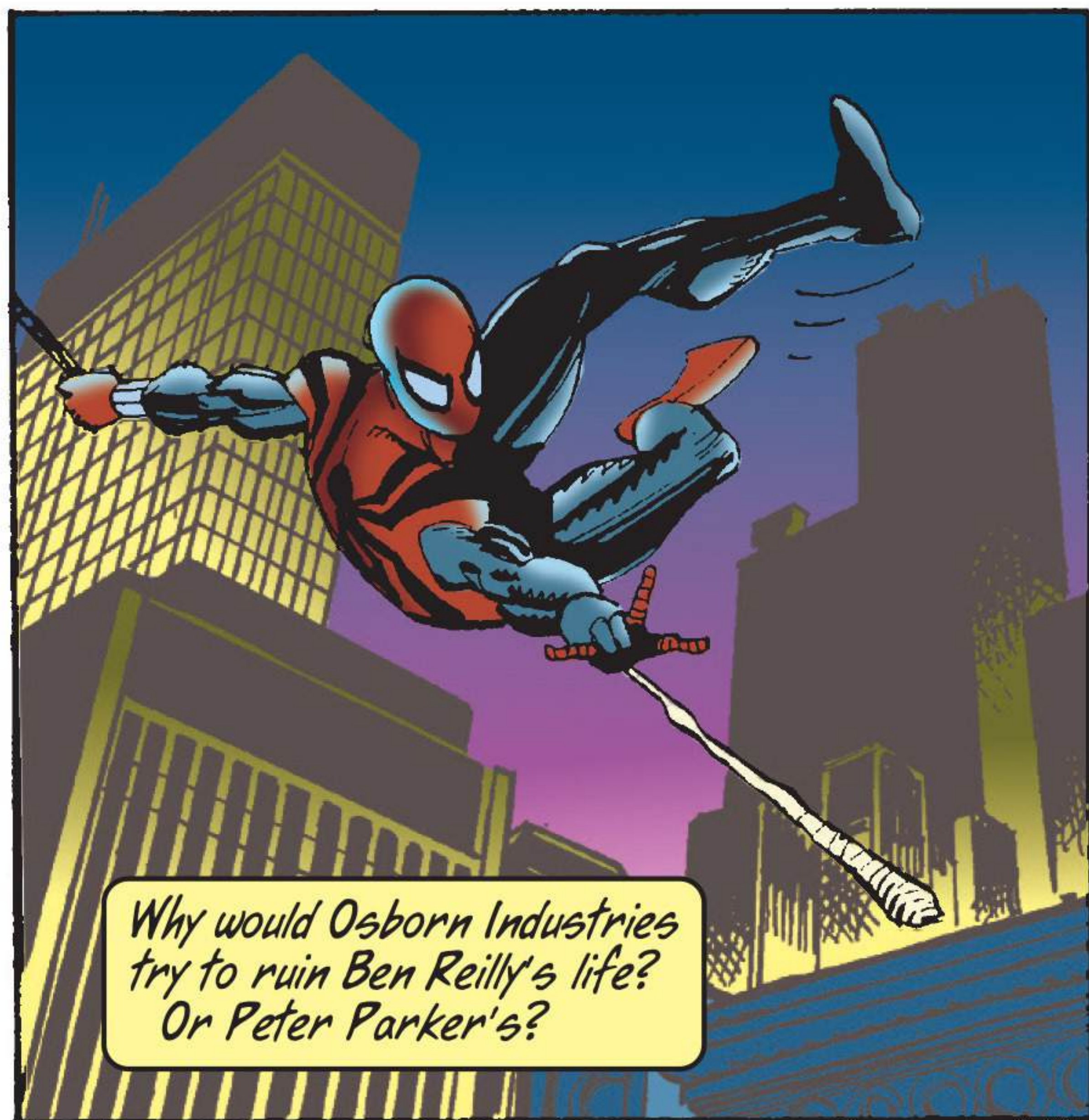
OSBORN.

*A name that's haunted
me since my earliest
days as Spider-Man!*



I leave without saying a **WORD**.

I'm practically in **SHOCK**.



Why would Osborn Industries try to ruin Ben Reilly's life? Or Peter Parker's?



PETER! THAT WAS A GREAT IDEA YOU HAD, TO FOLLOW MULTIVEX'S FINANCIAL CONTROLLER!

SHE TOLD YOU WHO'S BEHIND ALL THIS?



OSBORN INDUSTRIES!

WHOA! NOW **THAT'S** SOMETHING I DIDN'T EXPECT!

WHY WOULD OSBORN WANT TO DESTROY **US**?



I WAS HOPING **YOU** COULD TELL ME! I'M THE ONE WHO'S BEEN GONE FOR **FIVE YEARS!**

WHAT HAPPENED BETWEEN YOU AND THE OSBORNS IN THAT TIME?



THAT FIVE YEAR GAP COULD REALLY HAMPER YOU IN THE LONG RUN.

I'LL HAVE TO MAKE SOME KIND OF RECORD OF MY ACTIVITIES DURING THAT TIME TO BRING YOU UP TO DATE!

I'M SURE THAT YOU REMEMBER **NORMAN OSBORN** WAS THE FIRST **GREEN GOBLIN**.

BACK THEN, **YOU** WERE THE GUY WHO FOUGHT HIM!

DURING YOUR FIRST STINT WEARING THE SPIDEY SUIT, THE GOBLIN WAS UNQUESTIONABLY YOUR **DEADLIEST ENEMY**.

HE KILLED GWEN STACY AND ULTIMATELY **DIED** HIMSELF!

LATER, DURING MY TENURE, HIS SON **HARRY**, MY -- OUR -- BEST FRIEND, SUCCUMBED TO THE WEIGHT OF THE GOBLIN'S LEGACY --

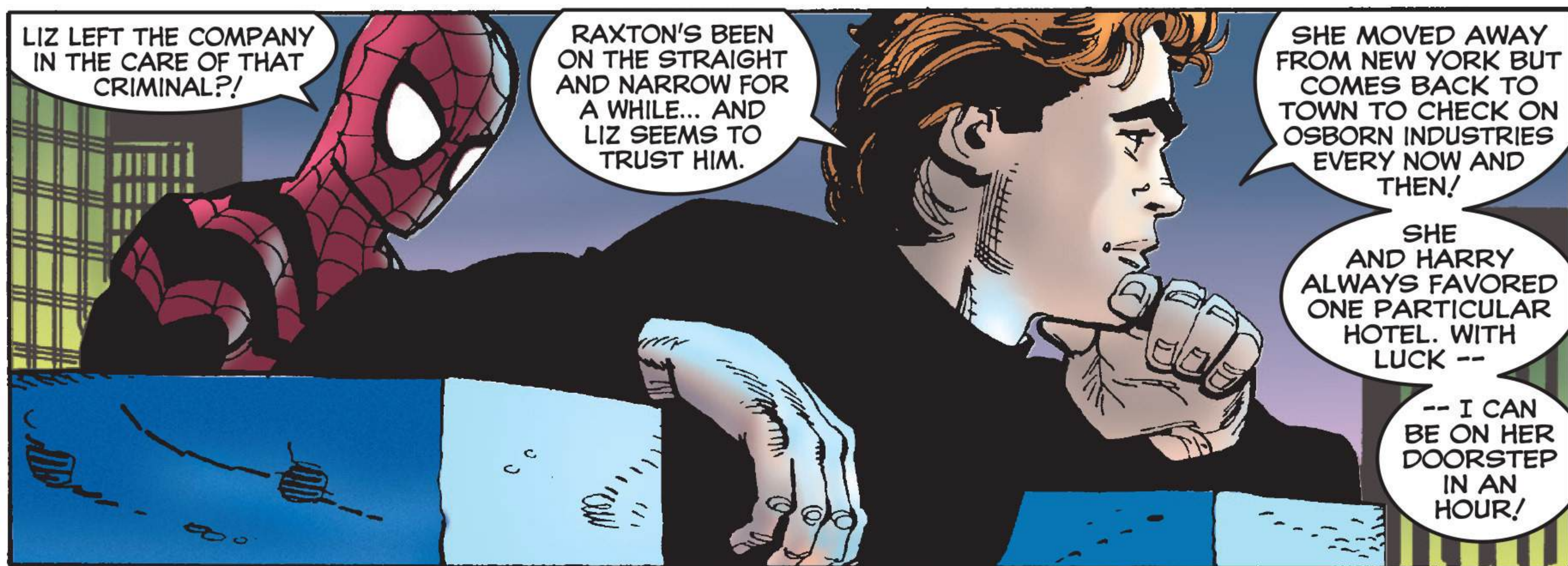
-- AND ASSUMED THE IDENTITY HIMSELF!

EVENTUALLY, THE FORMULA HE USED TO ENHANCE HIS POWERS POISONED HIS BLOODSTREAM AND **KILLED** HIM!

ANOTHER OLD FRIEND OF MINE, HARRY'S WIDOW **LIZ**, WATCHES OVER OSBORN INDUSTRIES NOW --

-- WITH THE DAY-TO-DAY OPERATIONS BEING HANDLED BY HER STEP-BROTHER, **MARK RAXTON**.

"THE **MOLTEN MAN**?!"



LIZ LEFT THE COMPANY
IN THE CARE OF THAT
CRIMINAL?!

RAXTON'S BEEN
ON THE STRAIGHT
AND NARROW FOR
A WHILE... AND
LIZ SEEMS TO
TRUST HIM.

SHE MOVED AWAY
FROM NEW YORK BUT
COMES BACK TO
TOWN TO CHECK ON
OSBORN INDUSTRIES
EVERY NOW AND
THEN!

SHE
AND HARRY
ALWAYS FAVORED
ONE PARTICULAR
HOTEL. WITH
LUCK --

-- I CAN
BE ON HER
DOORSTEP
IN AN
HOUR!



TWO MORE NIGHTS,
TWO MORE LOUSY,
STINKING
NIGHTS --

-- AND
I CAN PUT
IN FOR
RETIREMENT!

NO
MORE WALKING
THE SECURITY
BEAT OF MULTIVEX
INDUSTRIES EVERY
NIGHT!

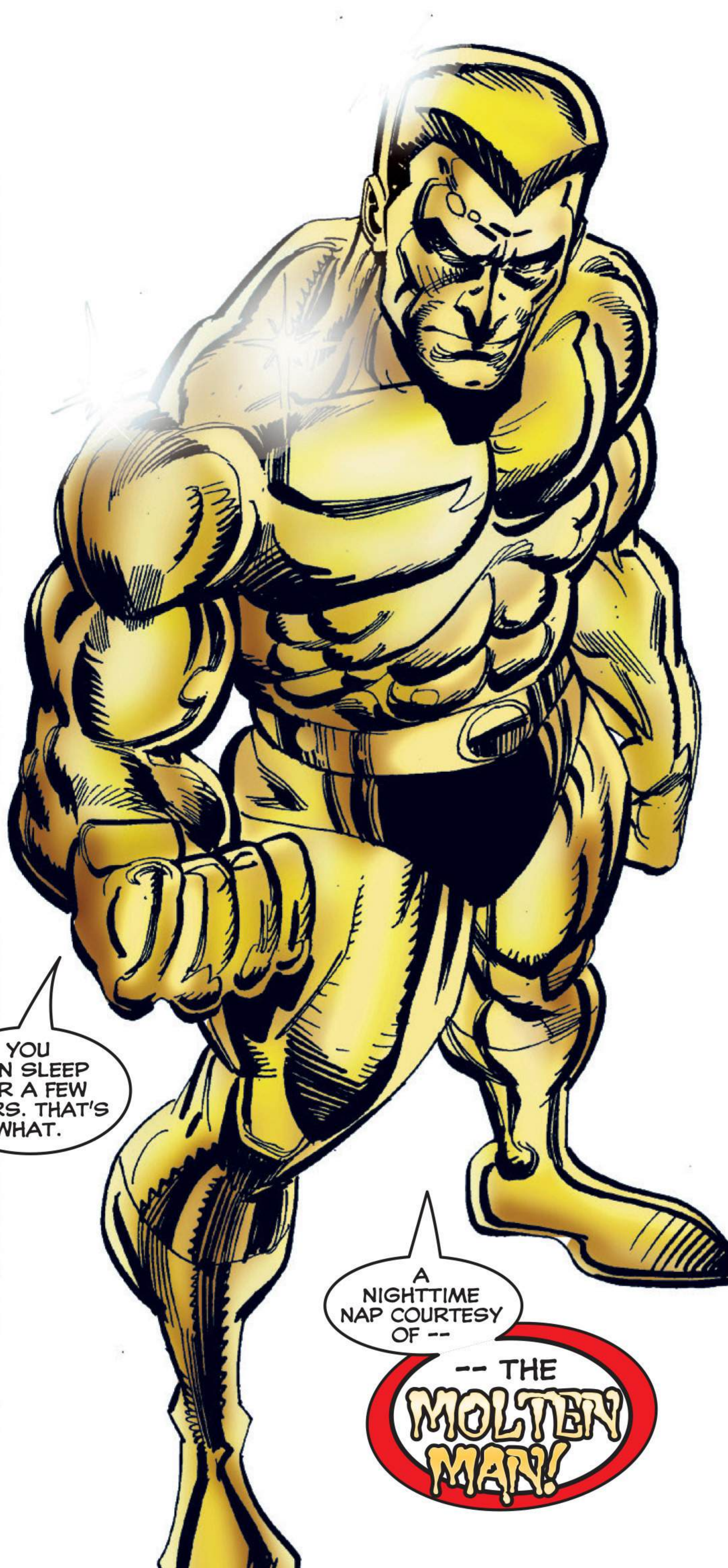


I CAN
TRAVEL! I
CAN --



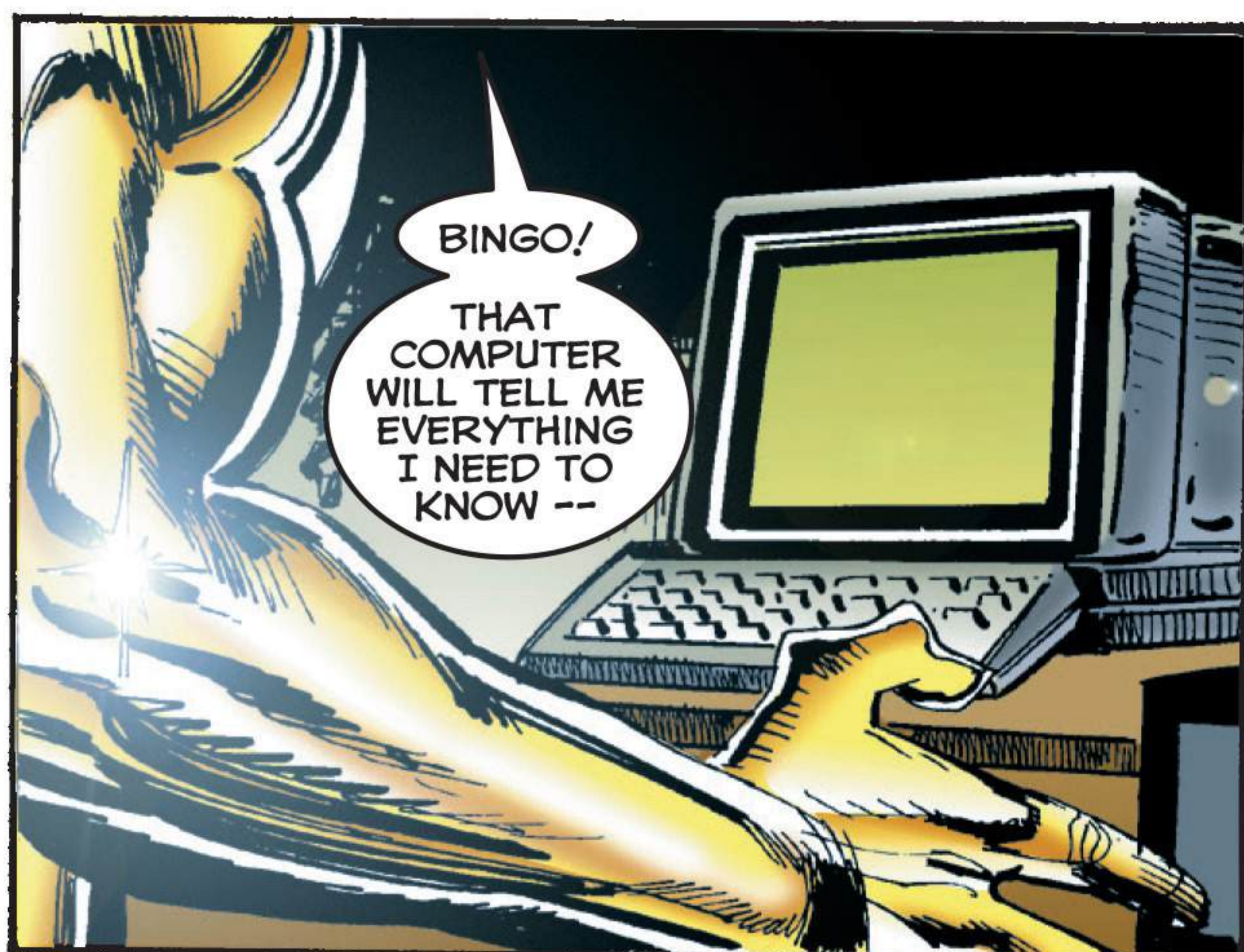
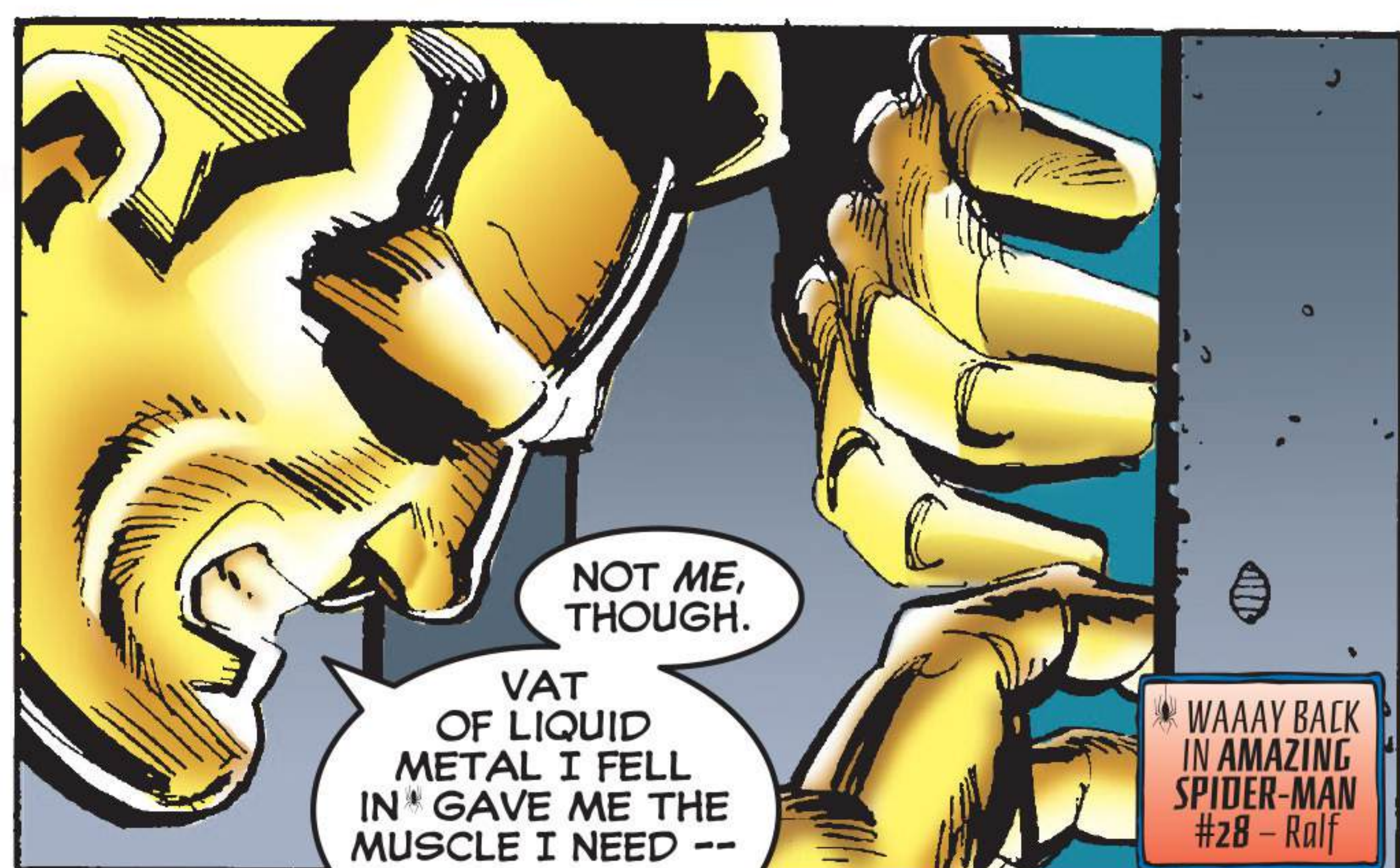
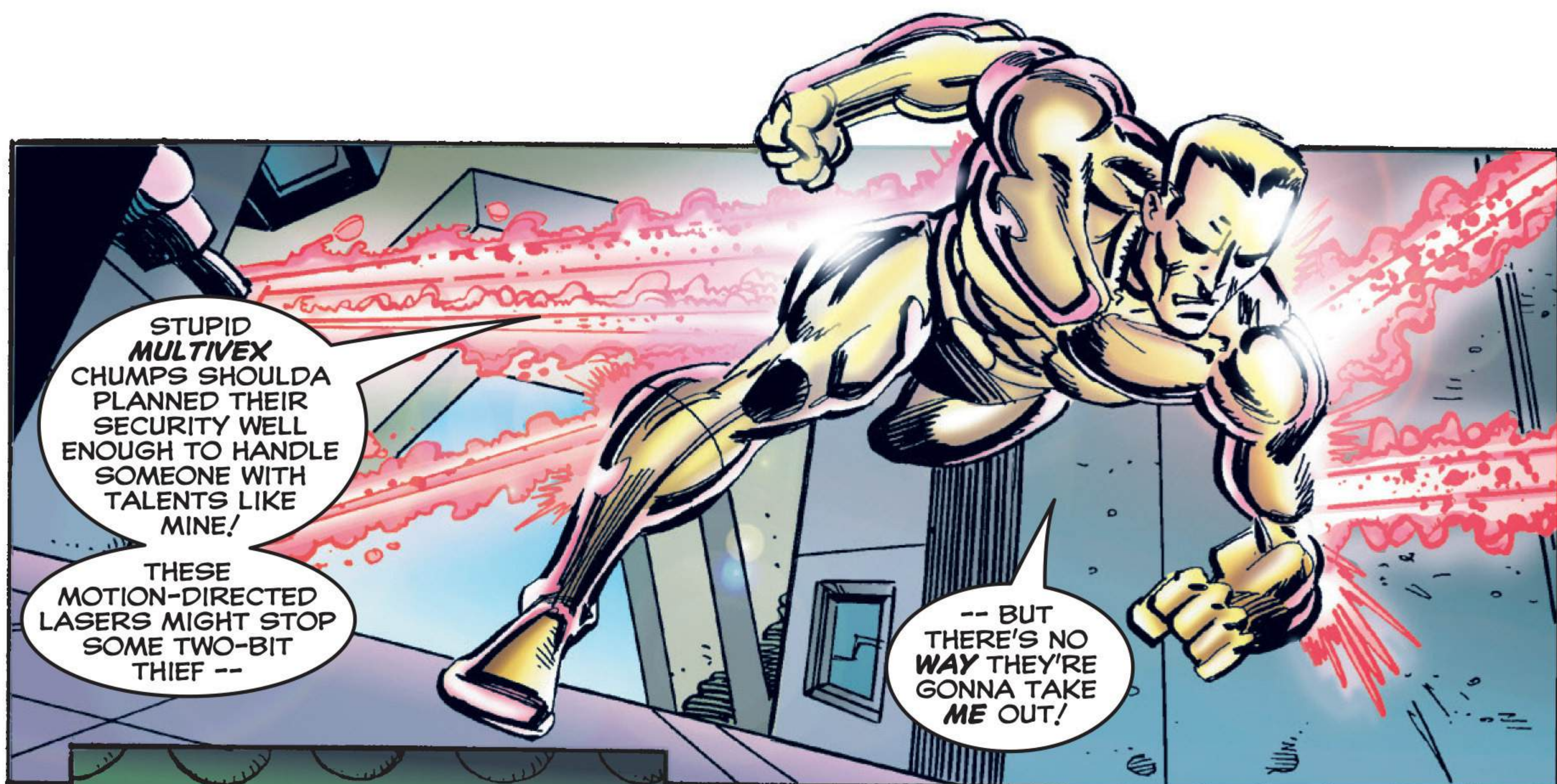
--AWWP!

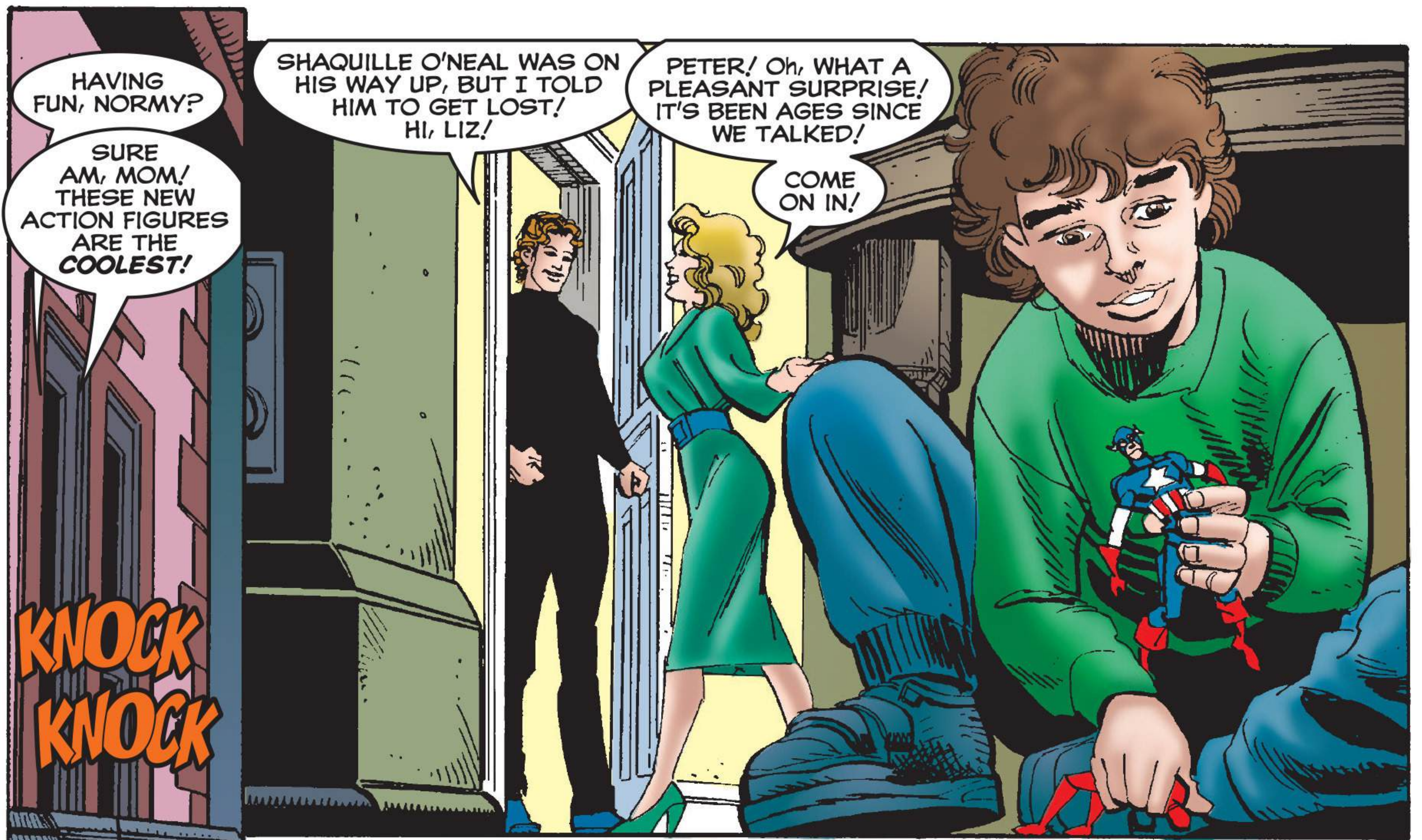
YOU
CAN SLEEP
FOR A FEW
HOURS. THAT'S
WHAT.



A
NIGHTTIME
NAP COURTESY
OF --

-- THE
**MOLTEN
MAN!**





HAVING FUN, NORMY?

SURE AM, MOM! THESE NEW ACTION FIGURES ARE THE COOLEST!

KNOCK KNOCK

SHAQUILLE O'NEAL WAS ON HIS WAY UP, BUT I TOLD HIM TO GET LOST! HI, LIZ!

PETER! Oh, WHAT A PLEASANT SURPRISE! IT'S BEEN AGES SINCE WE TALKED!

COME ON IN!

IT'S GOOD TO SEE YOU, LIZ, BUT I SHOULD TELL YOU THAT MY VISIT HERE ISN'T ENTIRELY SOCIAL.

NOW WHO COULD THAT BE?

I'M WORKING ON A STORY FOR THE DAILY BUGLE THAT INVOLVES SPIDER-MAN.

I UNDERSTAND, BUT I JUST NEED TO ASK YOU ABOUT OSBORN INDUSTRIES! IS THERE ANY REASON THEY'D GO AFTER SPIDER-MAN?

WHAT ABOUT YOUR STEPBROTHER? IS HE STILL RUNNING THE COMPANY?

YES, BUT HE DOESN'T BREAK THE LAW ANYMORE. BESIDES, I HAVEN'T EVEN SEEN HIM IN MONTHS!

REALLY.

NO! ABSOLUTELY NOT!

PETER, THAT MASKED MENACE IS NOT A PART OF MY LIFE ANYMORE! I DON'T EVEN WANT TO HEAR HIS NAME!



I'M BACK. THANKS FOR WAITING. THE WAY LIZ FEELS ABOUT SPIDER-MAN --

TOO BAD. SHE AND I WERE GOOD FRIENDS... A LONG TIME AGO.

-- WELL, SHE WOULD HAVE FREAKED OUT IF YOU CAME IN WITH ME!

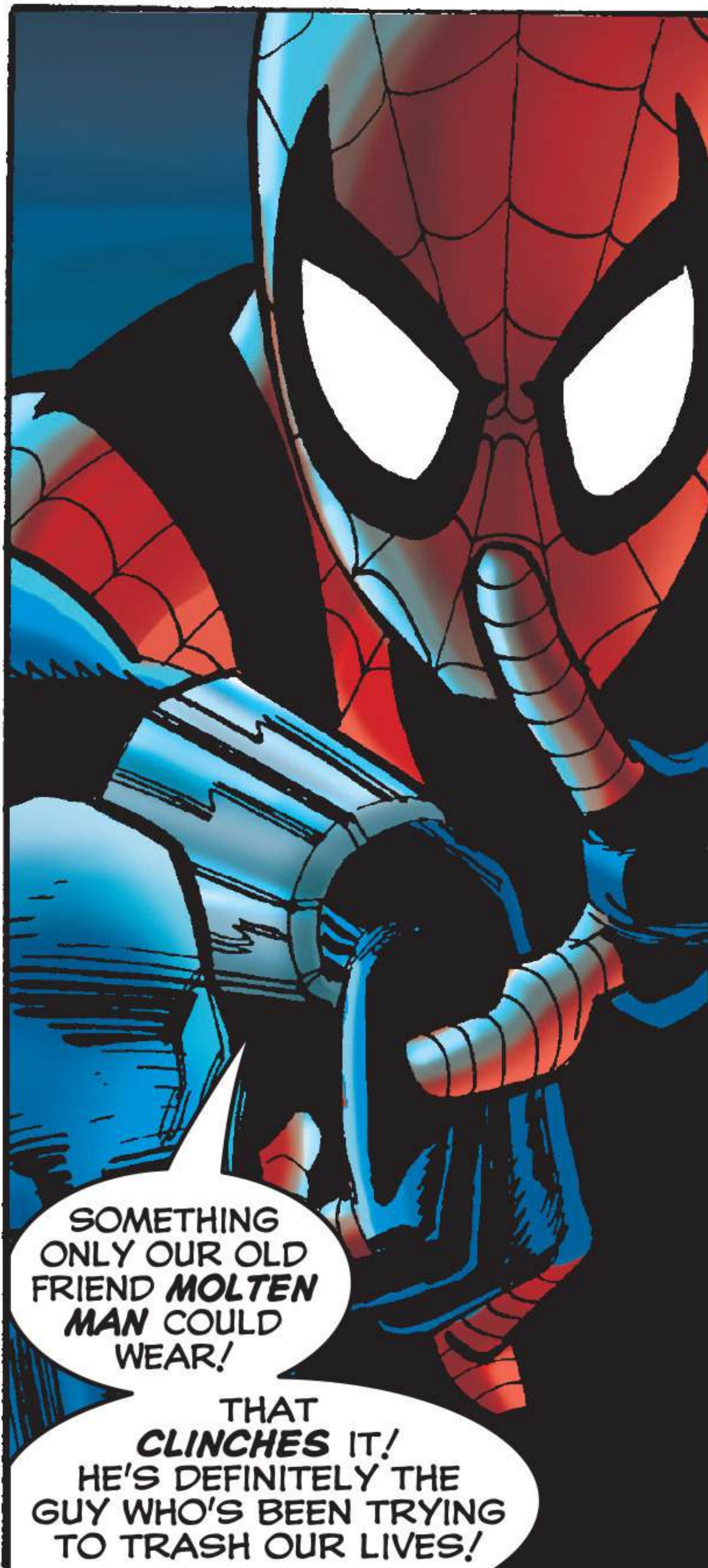
FEELS WEIRD TO KNOW THAT I CAN'T EVEN TALK TO HER NOW -- THAT SOMEONE ELSE WEARING THE SPIDEY SUIT MESSED UP MY RELATIONSHIP WITH HER!

HEY, DON'T START! LET'S STICK TO THE MISSION!

CHEW ON THIS! LIZ SAID SHE HADN'T SEEN HER STEP-BROTHER FOR A WHILE --

-- BUT THERE WAS A MAN'S JACKET SLUNG OVER A CHAIR. THE TRUMP CARD --

-- IS THAT THE JACKET IS OBVIOUSLY **ASBESTOS-LINED!**



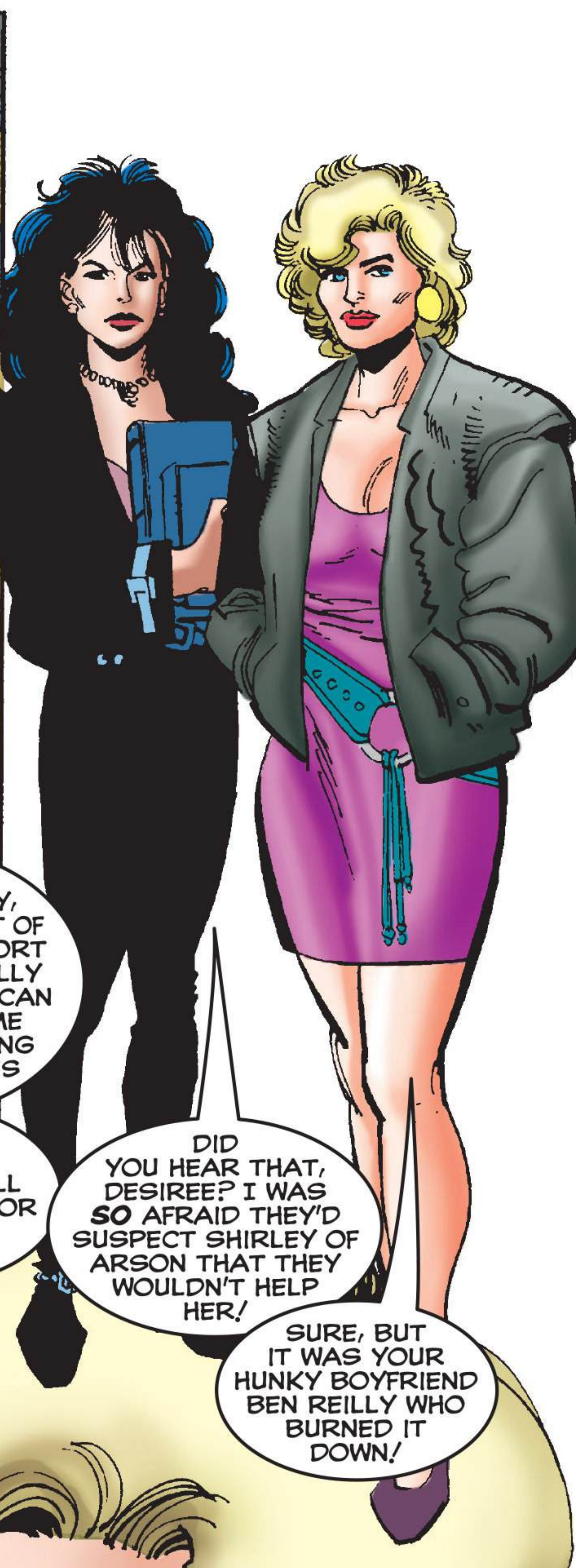
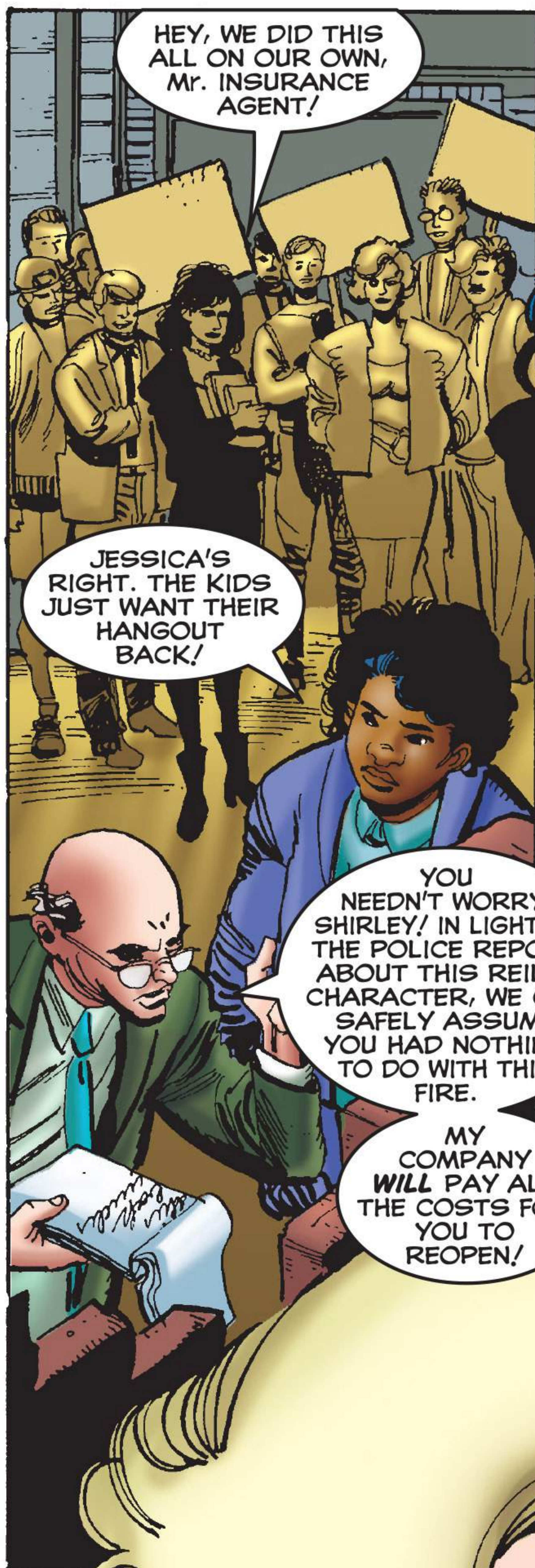
SOMETHING ONLY OUR OLD FRIEND **MOLTEN MAN** COULD WEAR!

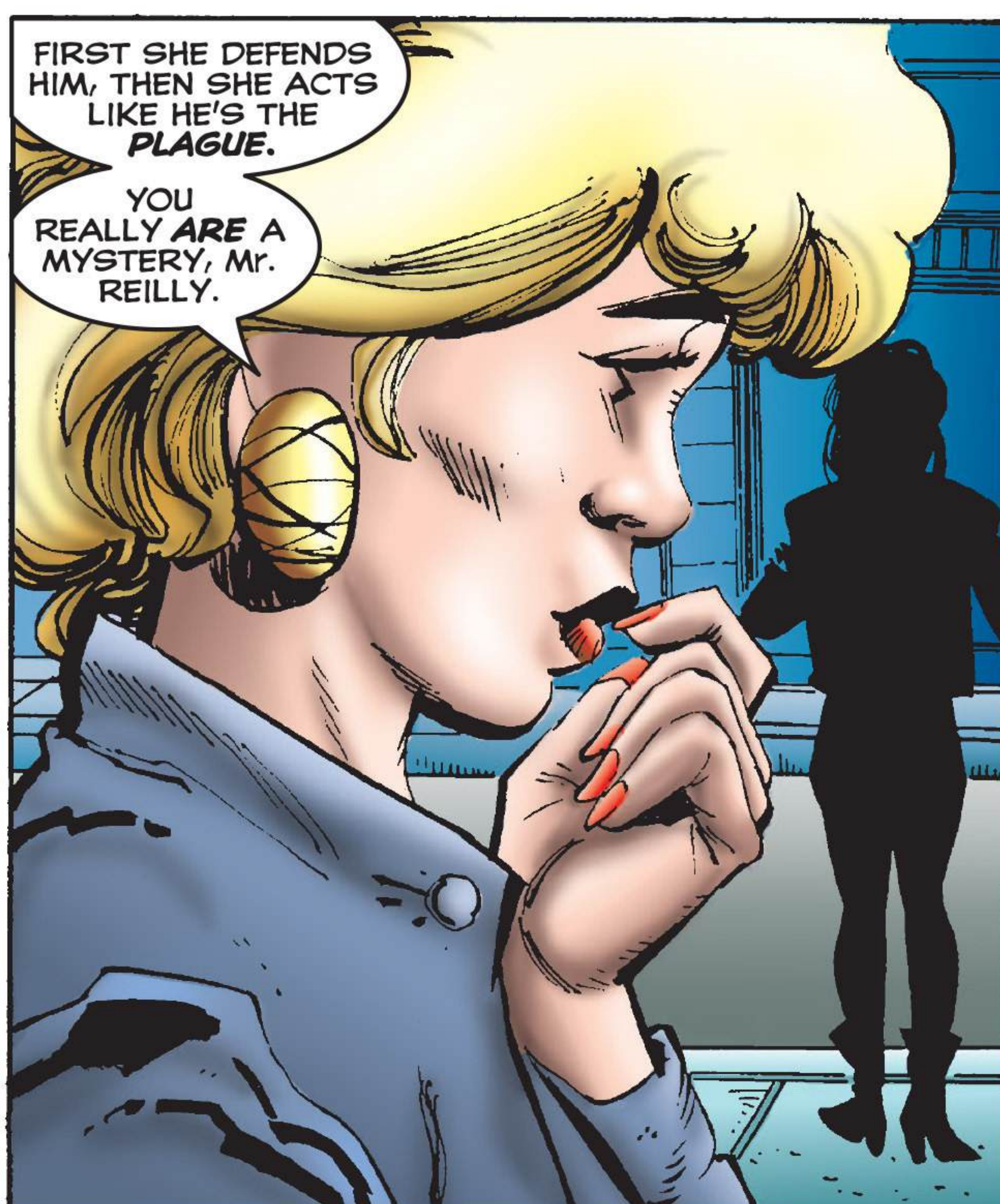
THAT **CLINCHES** IT! HE'S DEFINITELY THE GUY WHO'S BEEN TRYING TO TRASH OUR LIVES!

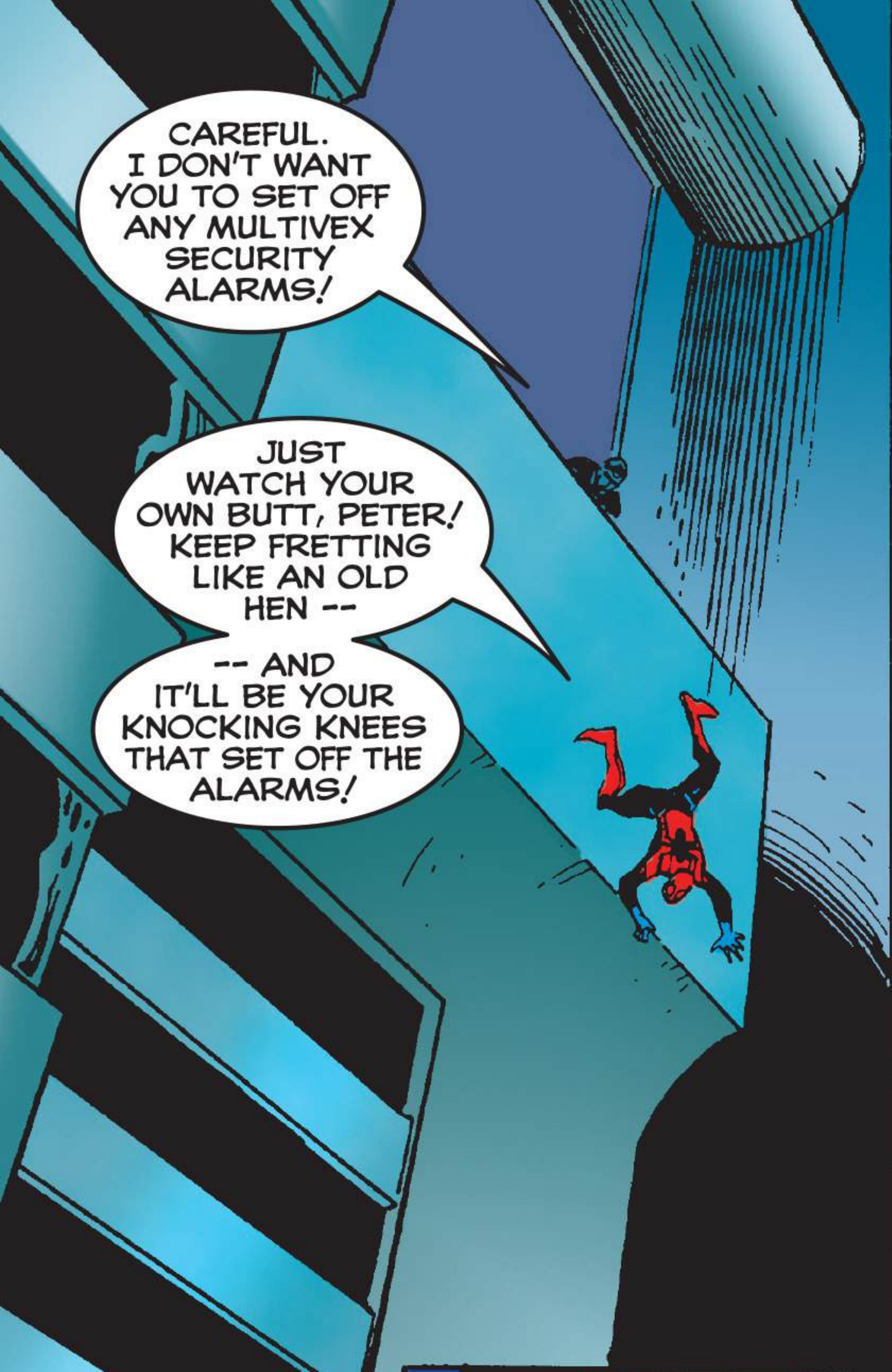
WHOA. IT'S TOO EARLY TO MAKE THAT CALL! WE WON'T KNOW FOR SURE UNTIL WE CHECK OUT **MULTIVEX!**



WHAT ARE WE WAITING FOR? LET'S GO!







CAREFUL.
I DON'T WANT
YOU TO SET OFF
ANY MULTIVEX
SECURITY
ALARMS!

JUST
WATCH YOUR
OWN BUTT, PETER!
KEEP FRETTING
LIKE AN OLD
HEN --

-- AND
IT'LL BE YOUR
KNOCKING KNEES
THAT SET OFF THE
ALARMS!

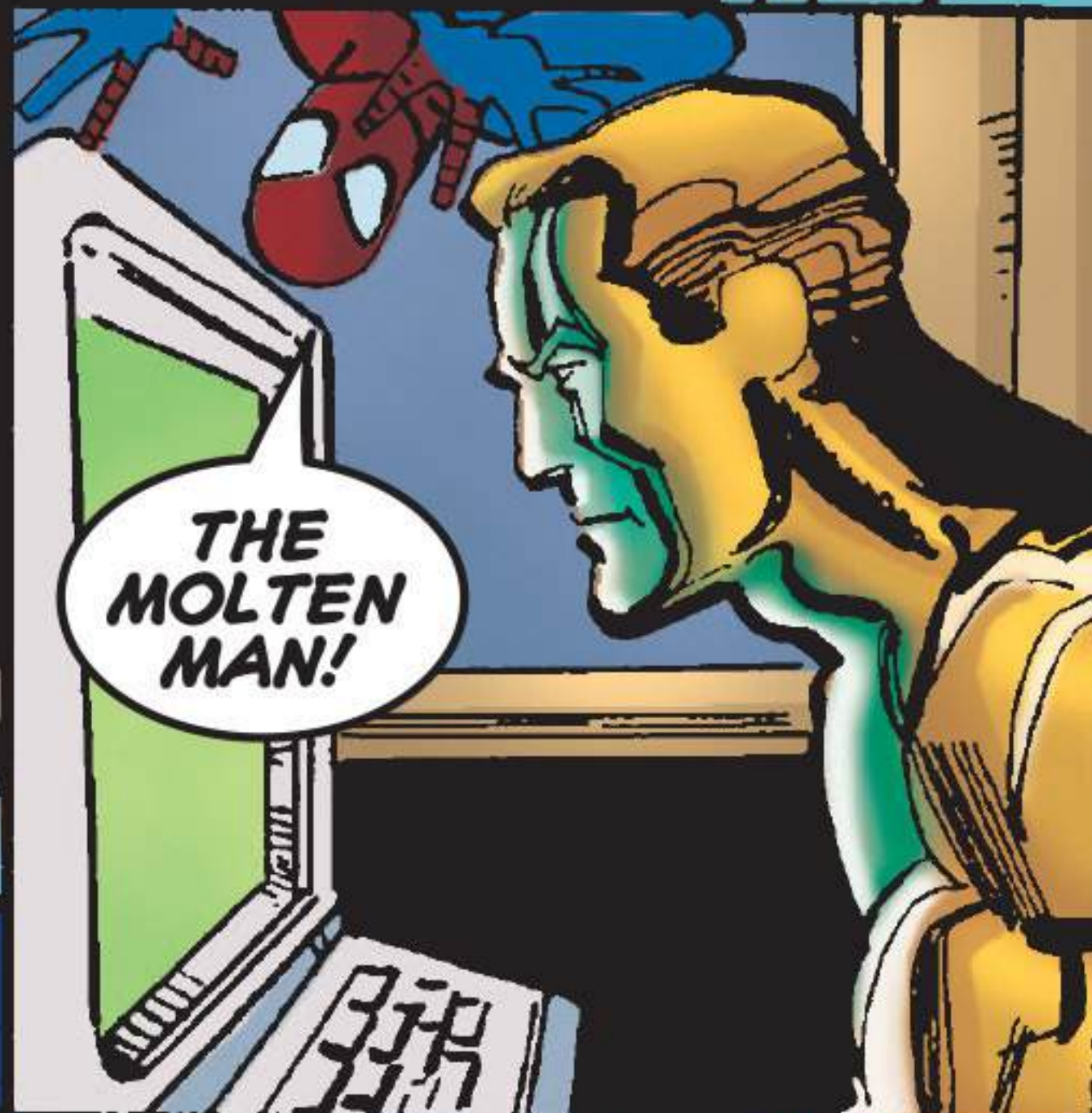


THAT
WINDOW LOOKS
RIGHT INTO THE MAIN
COMPUTER CORE! IF
YOU CAN DOWNLOAD
ANY INFORMATION
PERTAINING TO
OSBORN, WE'RE
HOME FREE!

WILL
DO, CAPTAIN
KIRK!
I --



IT'S
HIM!



THE
MOLTEN
MAN!



NO!
DON'T! HE
MIGHT BE
INNO --



HANDS
OFF THE
KEYBOARD, HOT
STUFF!

I
DON'T NEED
MY SPIDER-SENSE
TO TELL ME
YOU'RE NOT PLAYING
COMPUTER
SOLITAIRE!



CRAWL
BACK TO
YOUR HOLE,
WEBHEAD!

THIS
DOESN'T
CONCERN
YOU!

Oh,
YEAH? I'M
THE GOOD GUY,
REMEMBER?

IT'S
MY JOB TO
PREVENT CREEPS
LIKE YOU FROM
RUINING THE LIVES
OF INNOCENT
PEOPLE!

AT LEAST
THAT'S WHAT
MY SUPER HERO
CONTRACT
SAYS!



INNOCENT
PEOPLE? I
DON'T KNOW WHAT
YOU'RE TALKING
ABOUT!

Aw,
SURE YOU DO,
GOLDIE! YOU'VE
BEEN TRYING TO
BURY ME FOR
WEEKS!

SO
SLIPPERY ---!
CAN'T HOLD
ONNNN --



MUCH
AS I LIKE THE
IDEA OF SEEING
YOU DISAPPEAR
FOREVER --

-- I
HAVEN'T DONE
A THING TO MAKE
IT BECOME
REALITY!

SMASH!



Oh,
DEAR
LORD.

THIS IS **MOST**
DISTRESSING!

SPIDER-MAN
AND THAT MISCREANT,
THE MOLTEN MAN, ARE
FIGHTING THREE FLOORS
OVERHEAD IN THE
COMPUTER CORE!

IT'S FAR TOO
DANGEROUS
TO GO AHEAD
WITH THE
PROCEDURE
NOW! WE MUST
STOP!

NOT
A CHANCE,
TRAINER!

IT FEELS LIKE I'VE
WAITED FOREVER
FOR THIS
MOMENT!

I CAN'T STAND BEING
LOCKED UP IN THIS
LIFE-SUSTAINING
SUIT ANOTHER
MOMENT!

I WANT
TO BE TRULY
ALIVE AGAIN,
TRAINER!

CONTINUE
WITH THE
PROCEDURE!
REMEMBER...

... "YOU
OWE ME!"



YOU'RE
MESSING IN
PRIVATE, **FAMILY**
BUSINESS, YOU
LOUSY DO-
GOODER!

I WARNED
YOU TO LEAVE,
BUT YOU
DIDN'T --

-- SO
NOW YOU
DIE!

NO WAY!
HECK --



-- IF I
DIED NOW
THERE'D BE NO
LITTLE SPIDERS TO
ONE DAY CARRY
ON MY HEROIC
LEGACY!

YOU
WOULDN'T
WANT *THAT* TO
HAPPEN,
WOULDJA?

AWP!



YOU'RE
GONNA
REGRET
STARTING
THIS, WEB-
SLINGER!

I'VE GAINED
CONTROL OVER
MY BODY'S MOLTEN
PROPERTIES SINCE
WE LAST MET!

ALL I
GOTTA DO IS
MELT DOWN THIS
SUPPORT
BEAM --



-- AND
USE IT TO
TEAR YOUR
HEAD *CLEAN*
OFF YOUR
BODY!

UHN!



IT'S
GETTING
ROUGH DOWN
THERE! ONE WAY
OR ANOTHER I
HAVE TO GET
INSIDE --

-- AND
SEE WHAT I
CAN DO TO
HELP!



REILLY AND I
ARE SUPPOSEDLY
THE SAME PERSON --

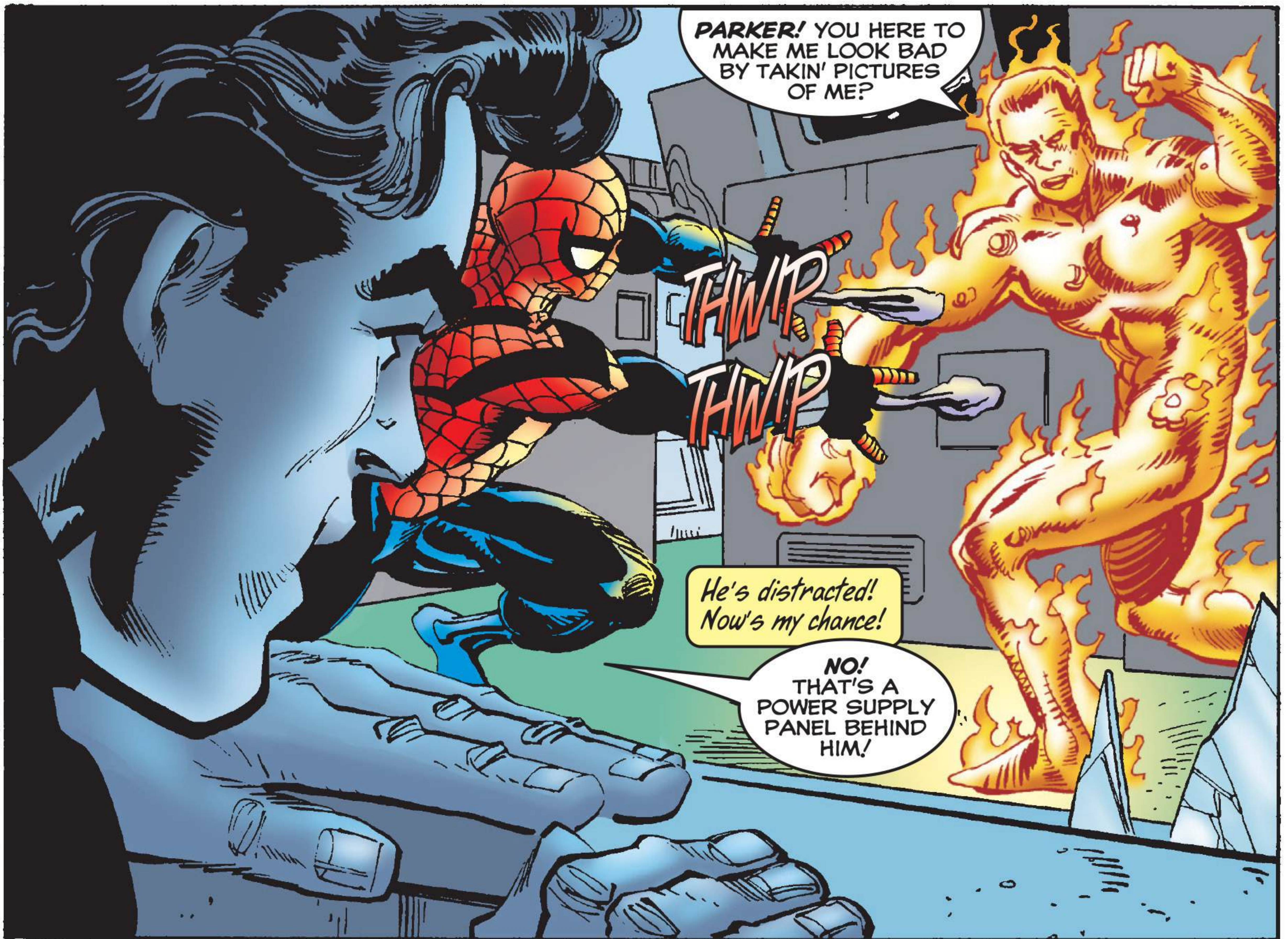


-- BUT HE HAS A
QUICKER TEMPER
THAN ME!

HE'S
HEADSTRONG,
REACTS WITHOUT
THINKING
SOMETIMES!



MUST HAVE BEEN
ALL THOSE YEARS
ON THE ROAD!

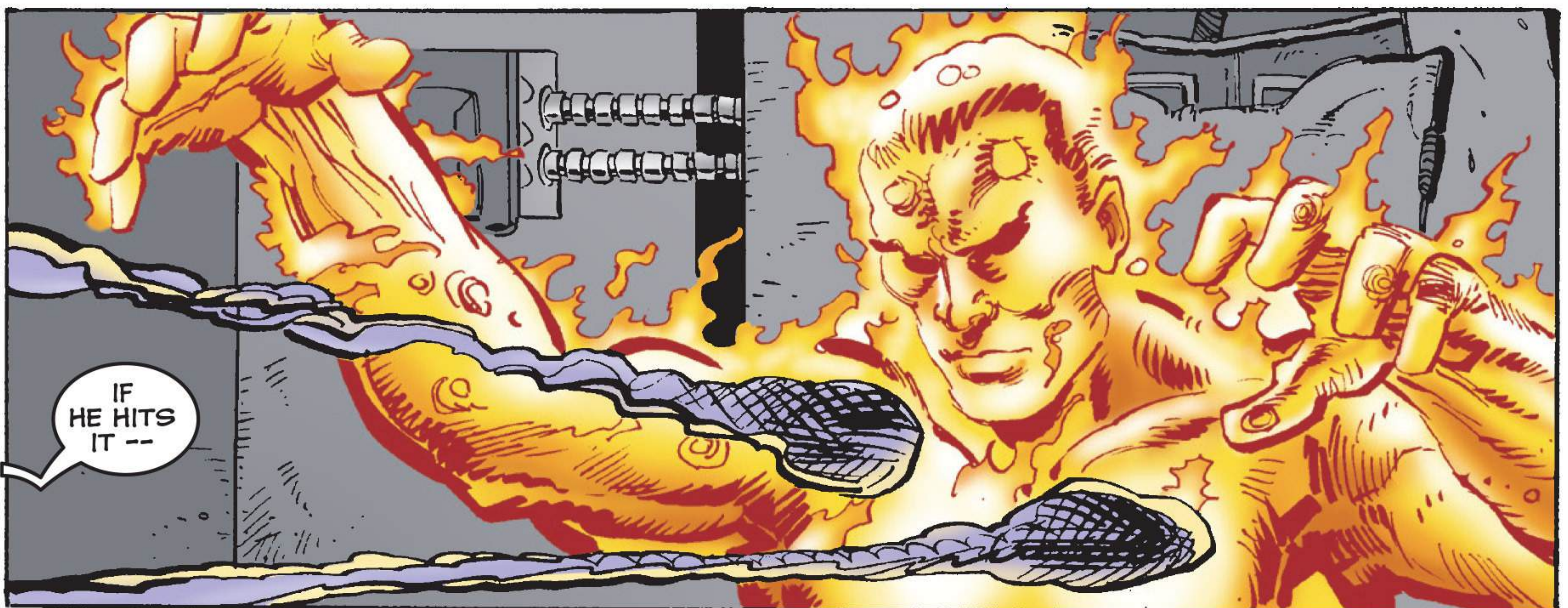


PARKER! YOU HERE TO
MAKE ME LOOK BAD
BY TAKIN' PICTURES
OF ME?

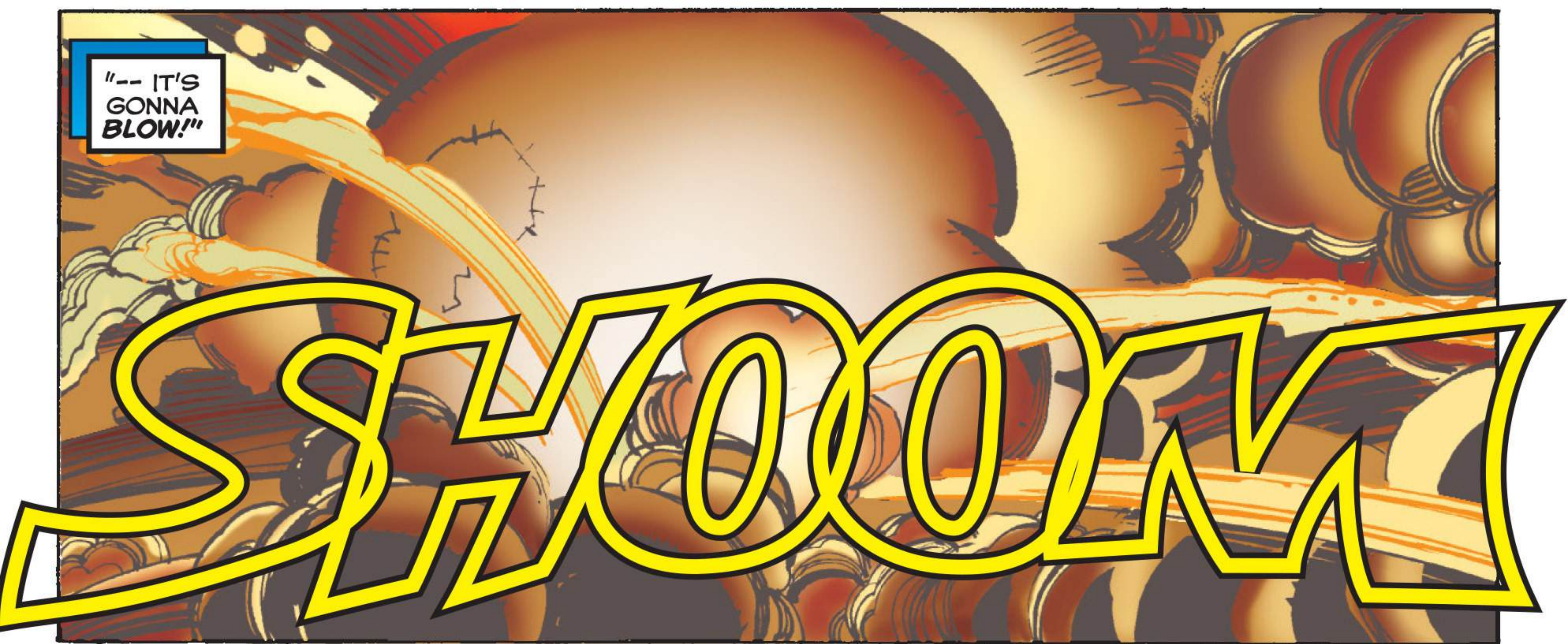
THWIP
THWIP

He's distracted!
Now's my chance!

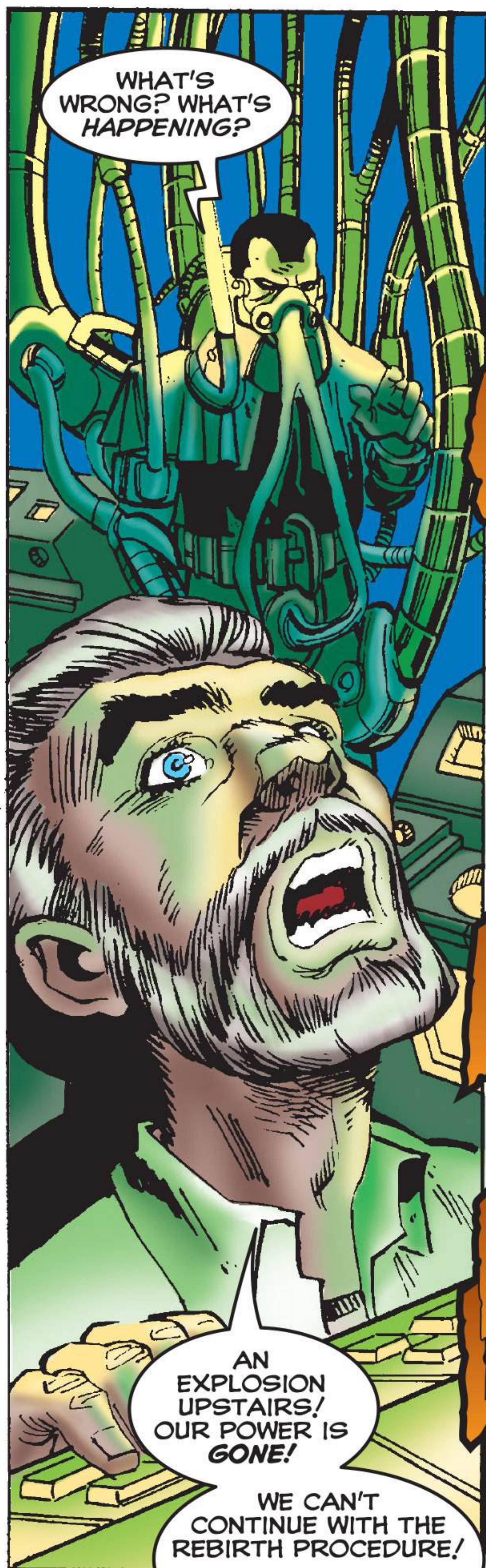
NO!
THAT'S A
POWER SUPPLY
PANEL BEHIND
HIM!



IF
HE HITS
IT --



"-- IT'S
GONNA
BLOW!"



WHAT'S
WRONG? WHAT'S
HAPPENING?

AN
EXPLOSION
UPSTAIRS!
OUR POWER IS
GONE!

WE CAN'T
CONTINUE WITH THE
REBIRTH PROCEDURE!



LOOK
OUT! THE
FLOOR'S
GIVING
WAY!

MORE
THAN ONE
FLOOR! WE'RE
GOING WAY
DOWN!



UH!

PETER!
ARE YOU
OKAY?



YEAH...
I THINK
SO!

ONLY
PROBLEM
IS --



-- I DON'T
THINK THAT'S
GONNA LAST
VERY LONG!

YOU SHOULD
HAVE HEEDED MY
WARNINGS, FOOLS! MY
RESURRECTION WILL
NOT BE THWARTED --
BY YOU OR
ANYONE!

AND
NOW -- YOUR
LIVES ARE
MINE!

**CONCLUDED
IN ONE WEEK IN
AMAZING
SPIDER-MAN #412
BE THERE!**

MARVEL
COMICS



SPIDER-MAN

JUNE '96 412

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE AMAZING SPIDER-MAN

BLOOD
BROTHERS
PART 6 OF 6



BAGS &
MAHLSTEDT

ENDGAME!

His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility! **StAn LeE pReSeNts THE AMAZING SPIDER-MAN!**

BACK OFF,
YOU STUPID-
LOOKING RENT-
A-COPS!

YOUR
ARMOR-PLATED
SECURITY SUITS
ARE NO MATCH
AGAINST
THE **REAL**
THING!

THE
MOLTEN
MAN IS STRONG
ENOUGH TO
CRUSH YOU
ALL!

Way to GO,
Raxton.

Barely five minutes ago,
I was on the receiving
end of your rage --

-- but unforeseen
circumstances have
suddenly forced us
TOGETHER!

I may call myself BEN REILLY but my real name is PETER PARKER!

For the past five years, the handsome fellow to my right has been using my NAME, and living my LIFE in the mistaken belief that HE was me!

Up until a few days ago, we both thought Pete was my CLONE!

Recent events have suddenly cast that in DOUBT!

Though an unknown enemy has been trying to discourage us by systematically DESTROYING our separate lives --

-- Pete and I have followed a trail of clues here -- to the MULTIVEX CORPORATION!

KILL THE MOLTEN MAN, BUT SPARE THE OTHERS!

I WANT PARKER AND SPIDER-MAN ALIVE!

We've come here to learn the TRUTH, and to CONFRONT...

THE FACE OF MY ENEMY!

TOM DeFaLoD
WRITER

Mark BaGLEy
pEnCILs

LARRY MaHLSTeDT
INKS

Richard STArKINGS
COMICrAfT
LeTTERING

RAlph MaCCHiD
eDITOR

BOB SHArEn MaLiBu
cOLORIST eNHAncEmEnt

BOB HaRRAS
eDITOR IN CHIEF

LOOK --! ON THAT PLATFORM! SEWARD TRAINER AND A GUY IN SOME KIND OF ENVIRONMENTAL SUIT!

WE'VE GOT TO REACH THEM... AND FORCE 'EM TO CALL OFF THEIR TROOPS!

What he DOESN'T have is spider-like strength, reflexes --

ZAKKKK

-- or a SPIDER-SENSE to warn him of impending danger!

I've got to hand it to PETE! the guy has GUTS!

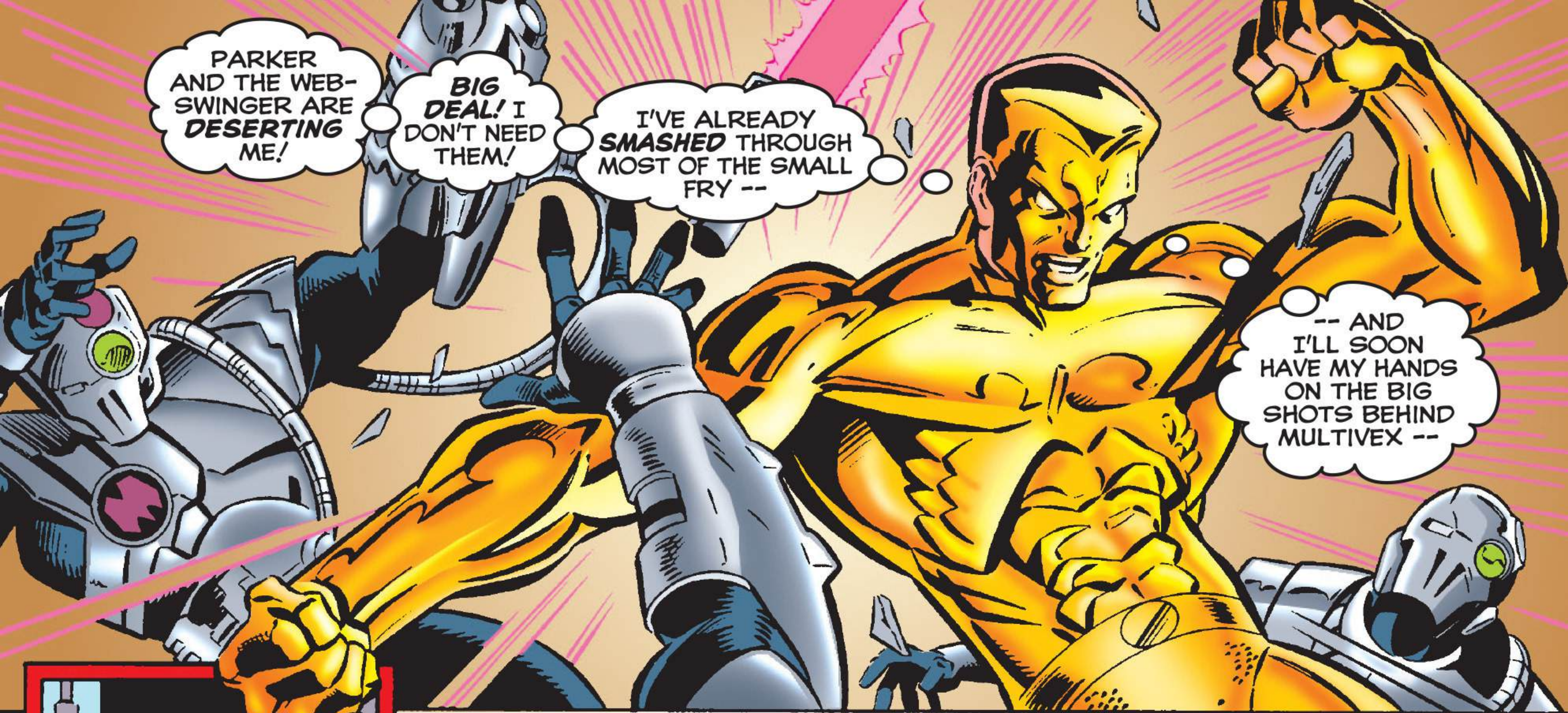
SEWARD AND HIS PAL CAN WAIT UNTIL AFTER I'VE GOTTEN YOU OUT OF THE FIRE ZONE!

B-BUT --!

IT IS NOT OPEN FOR DEBATE!

IN CASE YOU'VE FORGOTTEN, I'M THE GUY IN THE COSTUME --

-- SO IT'S MY CALL!



PARKER AND THE WEB-SWINGER ARE **DESERTING** ME!

BIG DEAL! I DON'T NEED THEM!

I'VE ALREADY **SMASHED** THROUGH MOST OF THE SMALL FRY --

-- AND I'LL SOON HAVE MY HANDS ON THE BIG SHOTS BEHIND MULTIVEX --

THINGS HAVE GOTTEN **TOTALLY** OUT OF HAND! IT ISN'T SAFE TO CONTINUE THE **REBIRTH PROCEDURE!**

THOSE PEOPLE CAN'T **STOP** THE **MOLTEN MAN!**

SHUT UP, TRAINER! CONCENTRATE ON GETTING THE **REGENERATOR** ON-LINE!



I WILL **PERSONALLY** ATTEND TO MISTER RAXTON!

YOU MAY KNOW MY REAL NAME, FRIEND, BUT YOU'RE LIVING IN A **FOOL'S PARADISE** IF YOU THINK YOU CAN --

WGN

PARADISE? **PARADISE?!**

LOOK AT ME, FOOL! DO I APPEAR TO BE ENJOYING ANYTHING REMOTELY LIKE **PARADISE?!**



THAT'S **YOUR** PROBLEM, PAL!

MINE IS LEARNING **WHY** YOU'VE BEEN SECRETLY SIPHONING FUNDS FROM MY STEP-SISTER'S COMPANY!

WHAT'S THE TIE BETWEEN **MULTIVEX** AND **OSBORN INDUSTRIES?!**

THE ANSWER WOULD ONLY **TERRIFY** YOU AND THE LOVELY LIZ!



I'M AFRAID I OWE PETER AN **APOLOGY**, MARY JANE...

...I WASN'T VERY **HOSPITABLE** WHEN HE STOPPED BY EARLIER!

I WOULDN'T WORRY ABOUT IT, LIZ!

WORKING AS A PHOTOGRAPHER FOR THE **DAILY BUGLE** HAS HELPED MY HUSBAND TO DEVELOP A RATHER **THICK HIDE!**

THAT'S THE PROBLEM!

HIS NEWSPAPER MAY BE TRYING TO DRAG **OSBORN INDUSTRIES** INTO ANOTHER SCANDAL!

ARE YOU IN SOME KIND OF **TROUBLE**, LIZ?

I... I'M NOT SURE! LOOK, MARY JANE, I'LL TRUST YOU TO KEEP THIS OFF THE RECORD...

BUT WE'VE RECENTLY UNCOVERED A LONG-TERM AFFILIATION WITH A COMPANY WHICH MAY BE INVOLVED IN SOME HIGHLY **QUESTIONABLE** ACTIVITIES...

...A COMPANY CALLED **MULTIVEX!**

KNOWING THE CRIMINAL HISTORY OF BOTH MY DECEASED HUSBAND, **HARRY** --

-- AND HIS FATHER, **NORMAN** --

HE WAS SUPPOSED TO CALL ME -- **HOURS AGO** -- WITH THE RESULTS OF HIS INVESTIGATION!

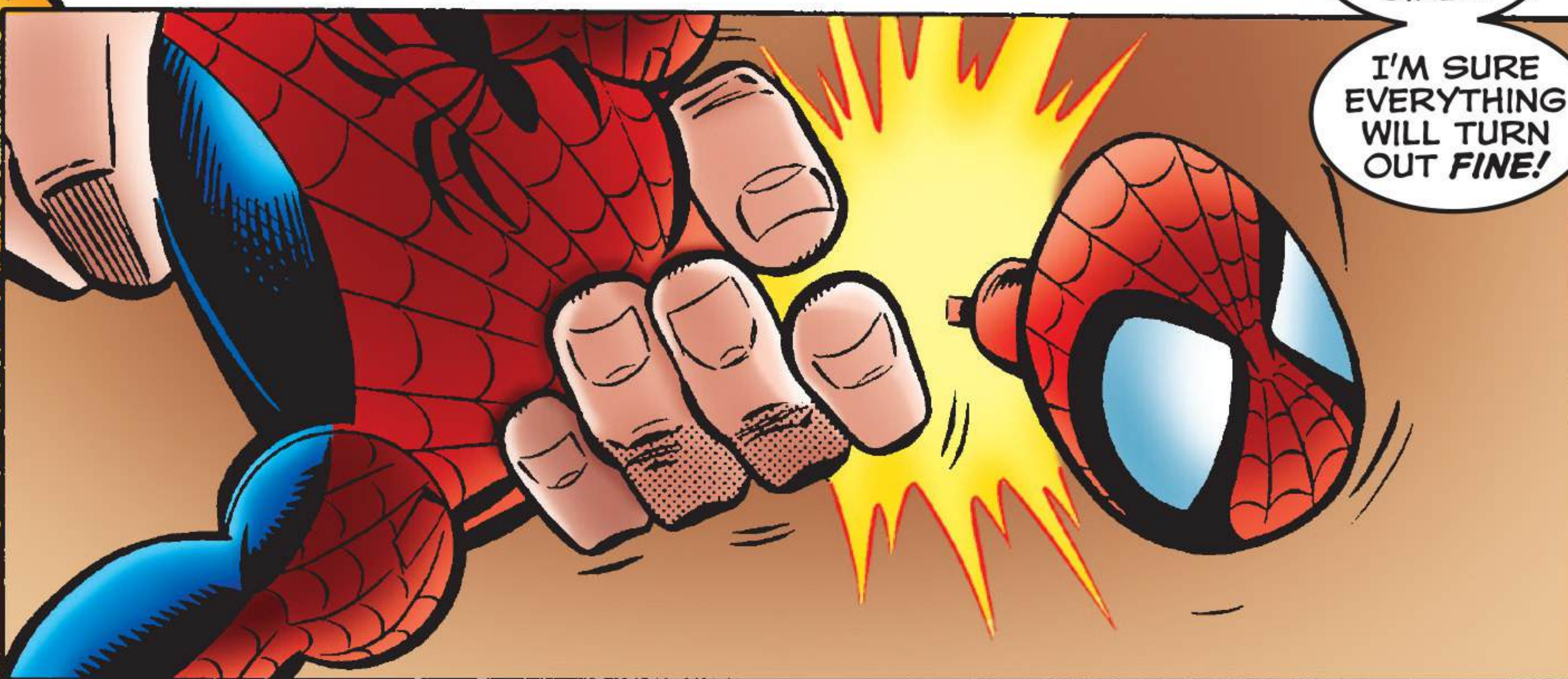
IF THE **MOLTEN MAN** IS INVOLVED, I'D BETTER ALERT PETER AND BEN --

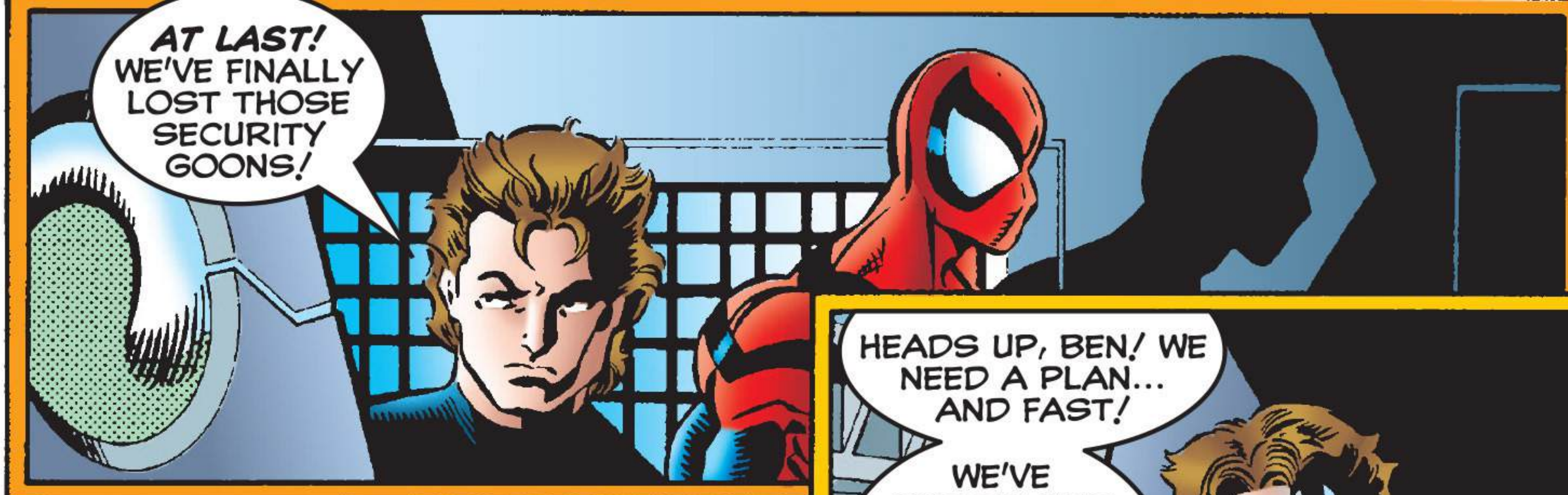
-- BUT I MUSTN'T ADD TO LIZ'S **ANXIETY!**

-- MY **STEP-BROTHER** IS LOOKING INTO THIS CONNECTION!

TRY TO **RELAX**, GIRL...

I'M SURE EVERYTHING WILL TURN OUT **FINE!**





AT LAST!
WE'VE FINALLY
LOST THOSE
SECURITY
GOONS!

HEADS UP, BEN! WE
NEED A PLAN...
AND FAST!

WE'VE
GOT TO FIND
A WAY TO LAY
OUR HANDS ON
TRAINER AND
HIS BUDDY,
AND THEN
WE --

WE --?!



**NEWSFLASH,
PARKER!** WHEN
IT COMES TO
TAKING RISKS..
THERE IS NO
WE!

STOP
TRYING
TO PLAY
HERO!

YOU'RE A
CIVILIAN NOW,
REMEMBER? A
NORMAL GUY WHOSE
MAIN CONCERN
SHOULD BE HIS
PREGNANT
WIFE!



I KNEW
PARKER AND
SPIDER-MAN WERE
ON MY TRAIL, BUT
YOU ARE AN
UNEXPECTED
BONUS,
RAXTON!

I RARELY HAVE
THE OPPORTUNITY TO
LASH OUT WITH SUCH
TOTAL ABANDON! IT IS
ONE OF THE FEW
PLEASURES
LEFT ME!

YOU
CANNOT IMAGINE
HOW HORRIBLE IT
IS TO BE FOREVER
TRAPPED WITHIN
THIS PROTECTIVE
SHELL!

I'D
OFFER YOU
MY SYMPATHIES,
BUT -- ON THE OFF
CHANCE YOU HAVEN'T
NOTICED -- I'M ALSO
ENCASED IN
A METAL
SHELL!

OUR
SITUATIONS
ARE VASTLY DIFFERENT,
RAXTON! AN ACCIDENT
BONDED YOU WITH AN
EXPERIMENTAL
METAL
ALLOY!

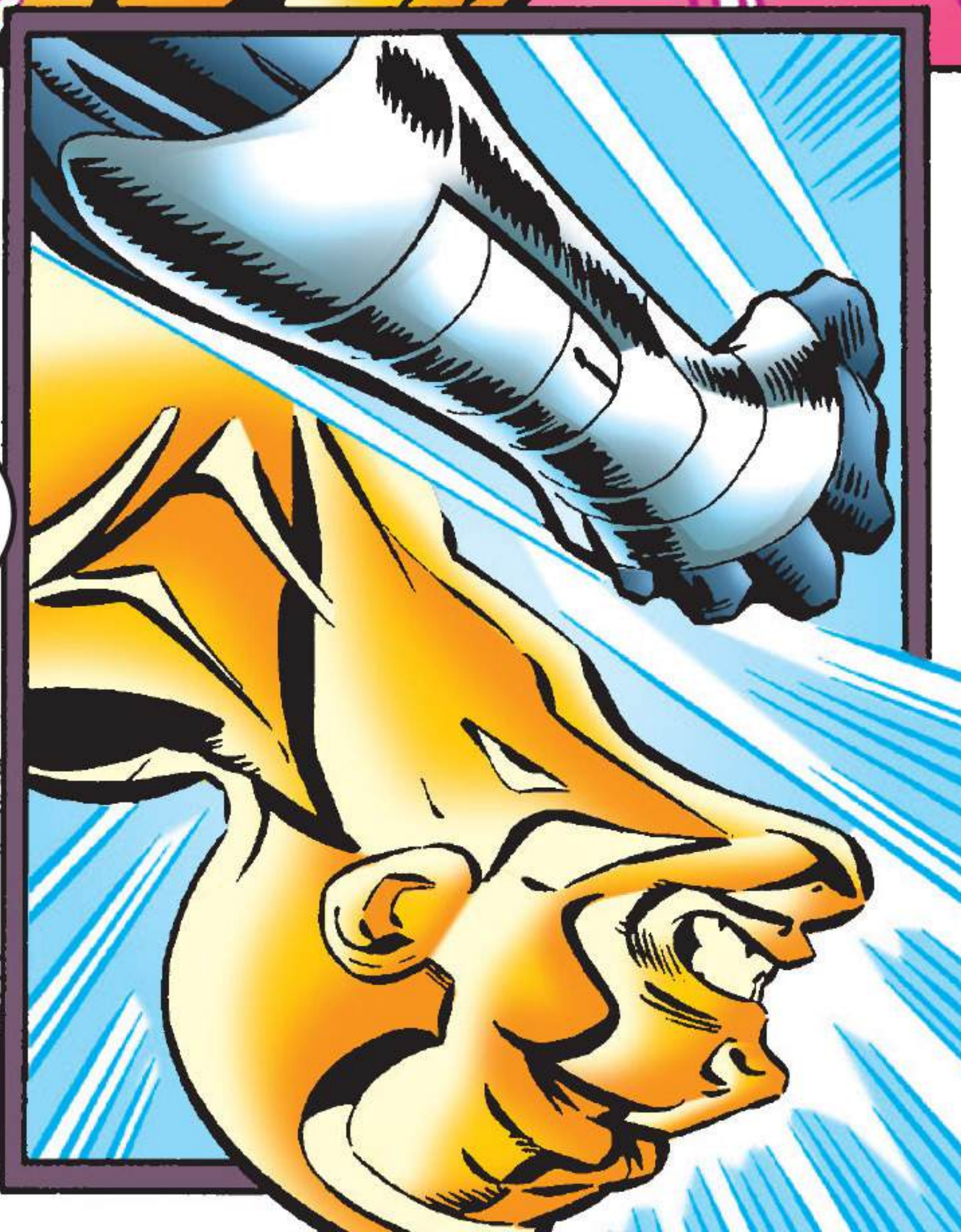
MY
BODY IS
DYING! ROTTING
AWAY BY
DEGREES!



THIS
SUIT IS
ALL THAT
SUSTAINS
ME!

I'D DO
ANYTHING
TO BE FREE
OF IT --

-- AND
THAT'S WHY
I'M WORKING
FOR THE **DEVIL**
HIMSELF!





SEWARD TRAINER! For so many years, I thought he was my only true friend!

I trusted him with my darkest SECRETS!

Turned to him in my deepest DESPAIR!

Peter was always suspicious, questioning Seward's motives, and the results of his tests!

Me, I always defended the man!



What a FOOL I've been!

It's obvious he's been with MULTIVEX all along!

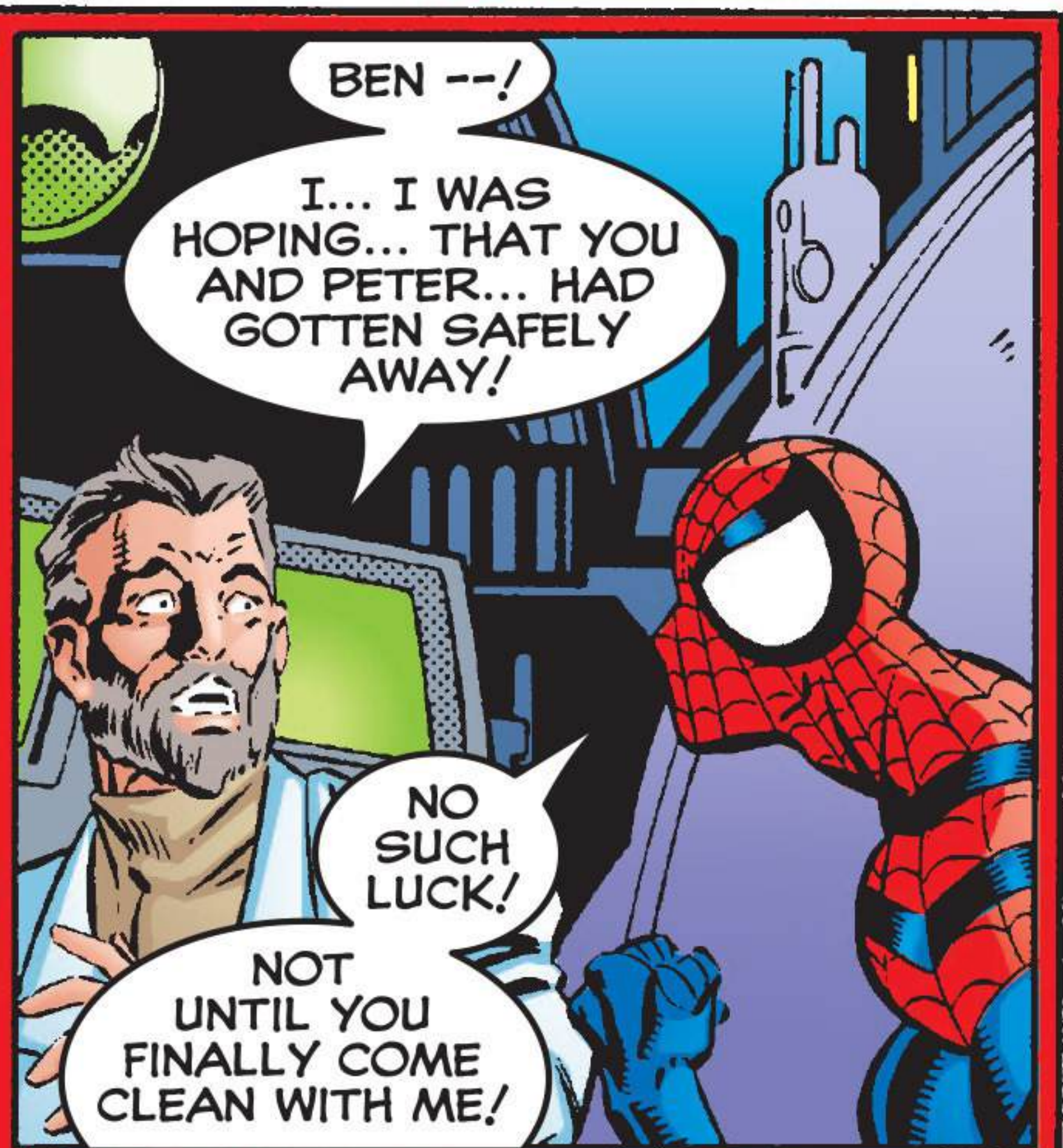
Is he a PREDATOR --

--or only a PAWN?!



The time has come for me to learn the TRUTH!

But HOW can I believe a word he says?!



BEN --!

I... I WAS HOPING... THAT YOU AND PETER... HAD GOTTEN SAFELY AWAY!

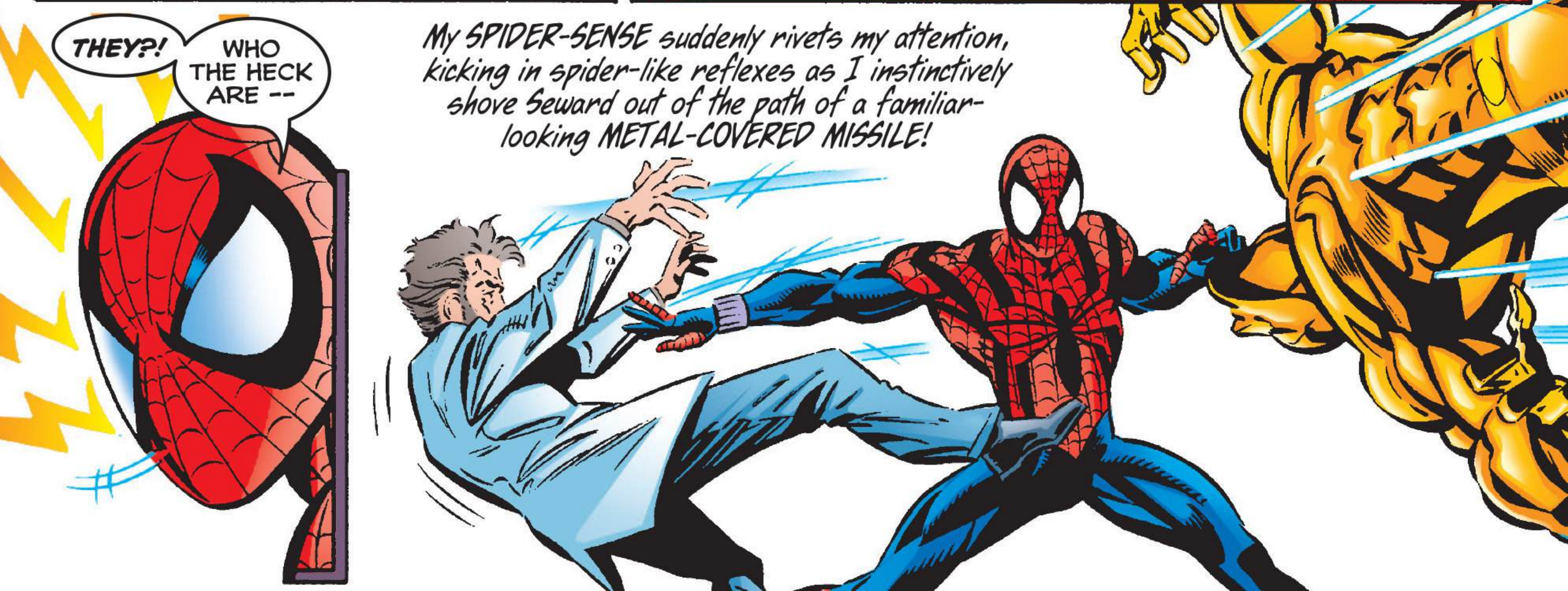
NO SUCH LUCK!

NOT UNTIL YOU FINALLY COME CLEAN WITH ME!



I KNOW THINGS LOOK BAD, BUT **THEY** DIDN'T GIVE ME A CHOICE!

THEY FORCED ME TO HELP THEM!



THEY?!

WHO THE HECK ARE --

My SPIDER-SENSE suddenly rivets my attention, kicking in spider-like reflexes as I instinctively shove Seward out of the path of a familiar-looking METAL-COVERED MISSILE!

Unfortunately --

SPRINT

-- there's only time for
ONE of us to get clear!

B-BEN?

ARE
YOU ALL
RIGHT?!

SEWARD,
PLEASE--!

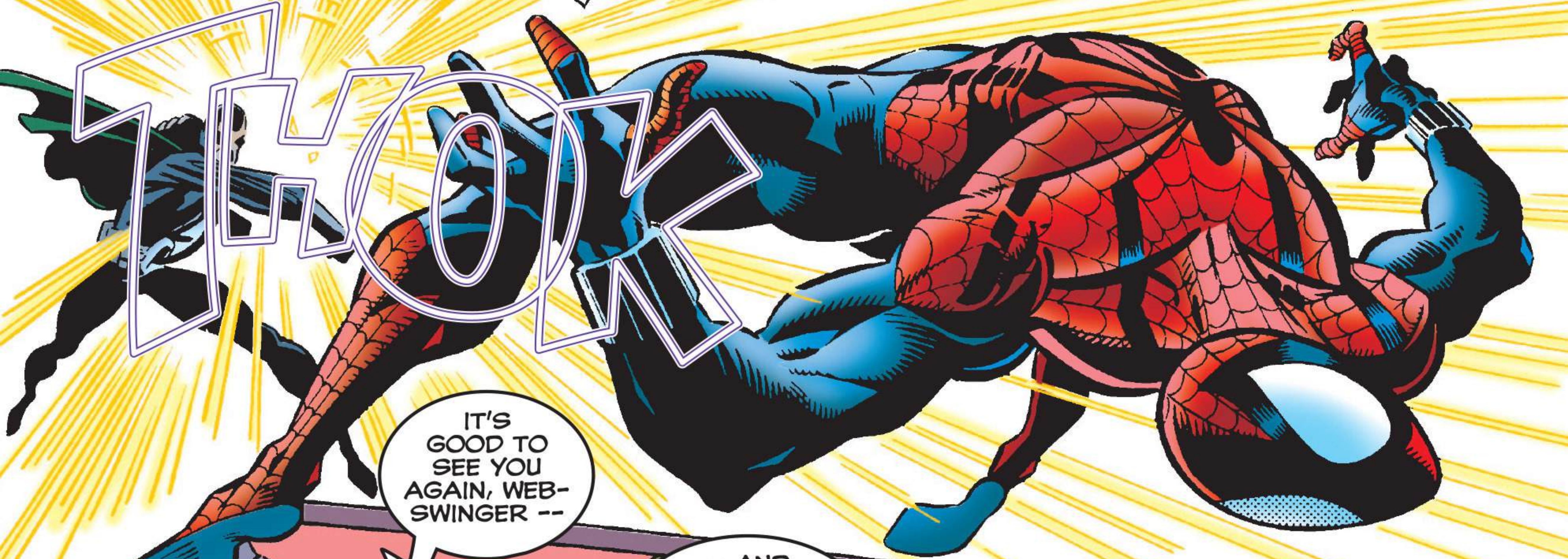
I
WEAR A
MASK FOR A
REASON!

I'D
LIKE TO
KEEP MY
IDENTITY
SECRET!

HA!
NO ONE
CARES ABOUT
YOUR TRUE
NAME --!

YOU ARE
SPIDER-
MAN --

-- AND
THAT IS
JUSTIFICATION
ENOUGH FOR
YOU TO
SUFFER!



IT'S
GOOD TO
SEE YOU
AGAIN, WEB-
SWINGER --

-- AND,
EVEN BETTER
TO INFLECT THIS
SMALL MEASURE
OF *PAIN* UPON
YOU!

D-DO
I KNOW
YOU?

YOU
SHOULD...

BUT
I'M NOT AT
ALL SURPRISED
THAT YOU DON'T
RECOGNIZE
ME IN THIS
FORM!



I WAS
STRONGER!
VITAL!
ALIVE!

BUT
DYING
TENDS TO
SLOW A MAN
DOWN --

-- AS *YOU*
WILL SOON
LEARN FOR
YOURSELF!

MY
APPEARANCE
WAS **QUITE**
DIFFERENT AT
OUR LAST
ENCOUNTER!



CAN'T BLAME **BEN** FOR UNLOADING ON ME! I'VE BECOME SO OBSESSED WITH LEARNING THE **TRUTH** THAT I KEEP CROSSING THE LINE!

AM I REALLY HIS **CLONE**... OR DID TRAINER **RIG** THE TESTS LIKE I ALWAYS SUSPECTED?!

MARY JANE KEEPS TELLING ME TO FORGET THE PAST AND CONCENTRATE ON THE **FUTURE!**

ALL THAT'S IMPORTANT IS WHERE WE'RE HEADED, AND --

PARKER! PARKER! WE KNOW YOU'RE SOMEWHERE IN THE BUILDING!

THE GAME'S OVER, PARKER!

OUR PEOPLE AT THE MAIN GATE JUST APPREHENDED A VERY LOVELY LADY...

...**YOUR WIFE**, I BELIEVE!

PETER, MY DARLING... CAN YOU EVER FORGIVE ME?!

I CAME HERE TO WARN YOU AND BEN, BUT I'VE ONLY MADE THINGS SO MUCH WORSE!

THIS IS MY FAULT, **ALL MINE!**

MARY JANE AND I HAD A REAL SHOT AT LIVING HAPPILY EVER AFTER, BUT I HAD TO KEEP **PUSHING**, KEEP **DIGGING!**

O GOD!

IF ANYTHING SHOULD HAPPEN TO HER OR THE BABY --!

IF YOU CAN **HEAR ME** UP THERE... **YOU WIN!**

I GIVE UP!

WHO is this
joker?!

Someone from
MY past --

-- or PETER'S?!

We both have so many
old enemies who are
supposed to be DEAD!

People like... THE
JACKAL!

KRAVEN!

DOCTOR
OCTOPUS!

THE BIG
MAN!

THE ORIGINAL GREEN --
GOOD LORD!

Could

he

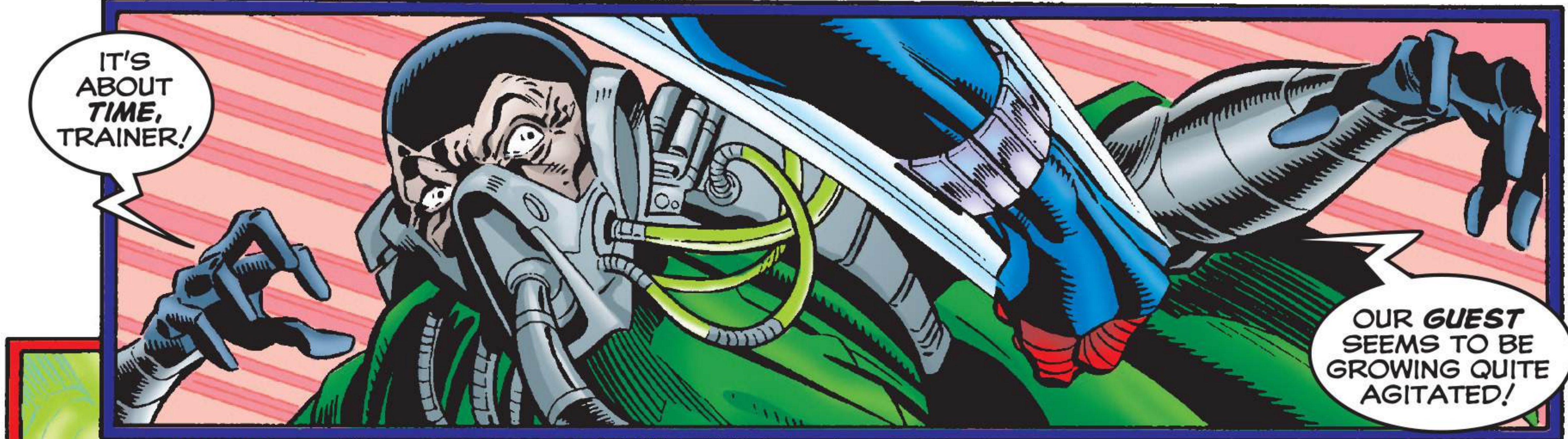
be

Harry?!

GAUNT!

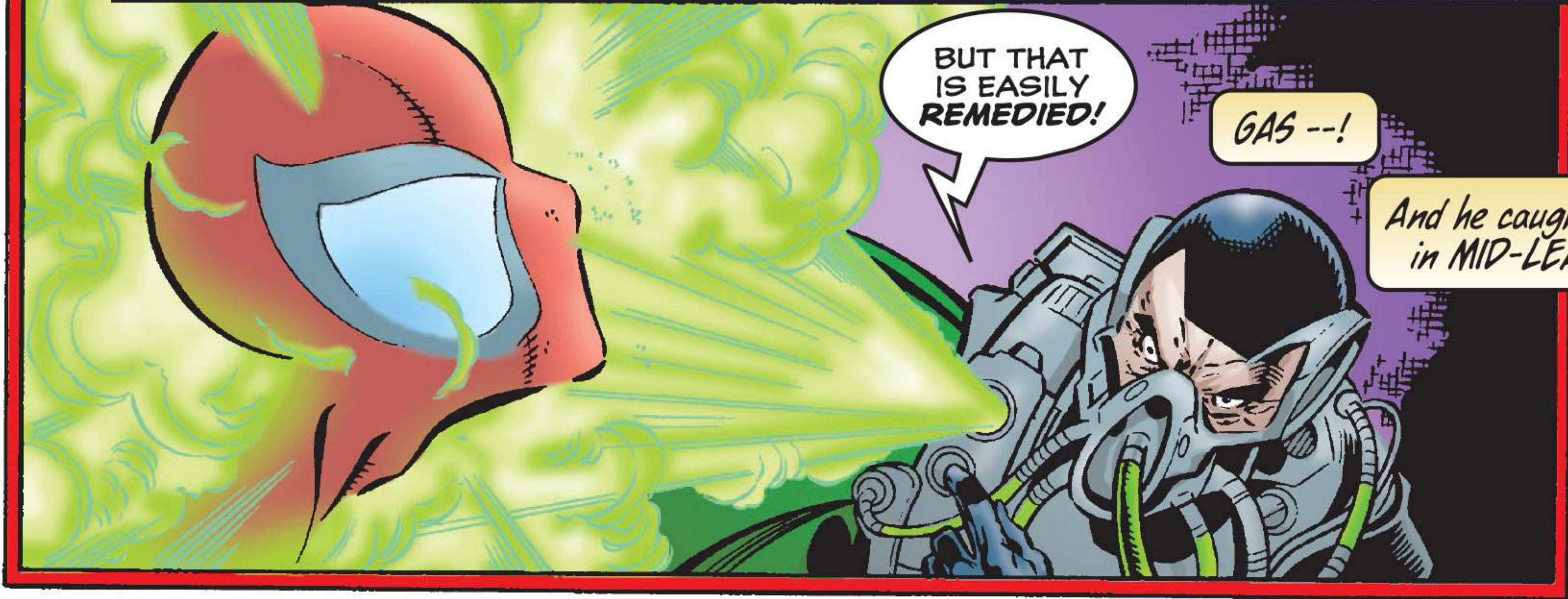
THE
REGENERATOR
IS FINALLY
ON-LINE!

I CAN
INITIATE
THE REBIRTH
PROCEDURE
ON YOUR
COMMAND!



IT'S ABOUT TIME, TRAINER!

OUR *GUEST* SEEMS TO BE GROWING QUITE AGITATED!



BUT THAT IS EASILY REMEDIED!

GAS ---!

And he caught me in MID-LEAP!



I-I've got to keep FIGHTING! C-can't lose CONSCIOUSNESS!

WHO ARE YOU?



Ah I WAS HOPING YOU'D BE INTRIGUED...

UNFORTUNATELY, THOUGH IT ISN'T THE NAME YOU ONCE KNEW, I'M AFRAID YOU'LL HAVE TO SETTLE FOR CALLING ME *GAUNT*!



MY *EMPLOYER* HAS REQUESTED THAT I KEEP MY TRUE IDENTITY... AND *HIS*... A SECRET FOR NOW!

Y-YOUR EMPLOYER ---?!

ANOTHER FORMER *ACQUAINTANCE*!

IT'S
A PITY THAT
YOU CAN NO LONGER
HEAR ME, I WISH I COULD
TAKE CREDIT FOR THE WAY
YOU'VE BEEN **PLAYED**
FOR SO VERY LONG!
ALAS... I
CANNOT!

BUT I
WILL TAKE THE
SMALL VICTORIES --
SUCH AS THIS --
WHERE I FIND
THEM!



I don't know how long I'm UNCONSCIOUS.
The DARKNESS is soothing and peaceful.
Its departure unveils a real NIGHTMARE...

ALL
IS **READY**,
GAUNT!

THE **REGENERATOR**
HAD BETTER WORK
AS PROMISED!

BOTH
OUR LIVES
DEPEND
UPON
IT!

AT LAST!
AT LONG LAST!
MY BODY WILL
SOON BE
RESTORED!

MY
STRENGTH
AND VITALITY
RETURNED!

NO
LONGER
WILL I BE A
**WALKING
CORPSE!**

NO
MORE WILL I
BE **IMPRISONED**
WITHIN THIS
STIFLING
SUIT!

PETER, WE'VE GOT
TO HELP SPIDER-
MAN!

WHY?! HE'S THE REASON
WE'RE IN THIS MESS!
LET **HIM** TAKE THE
RISKS!

W-WHEN DID
Mrs. PARKER
JOIN THE
FESTIVITIES?

DON'T
KNOW... BUT
WE GOTTA FIND
A WAY TO LOSE
THESE CHAINS...
OR WE'RE ALL
DEAD!

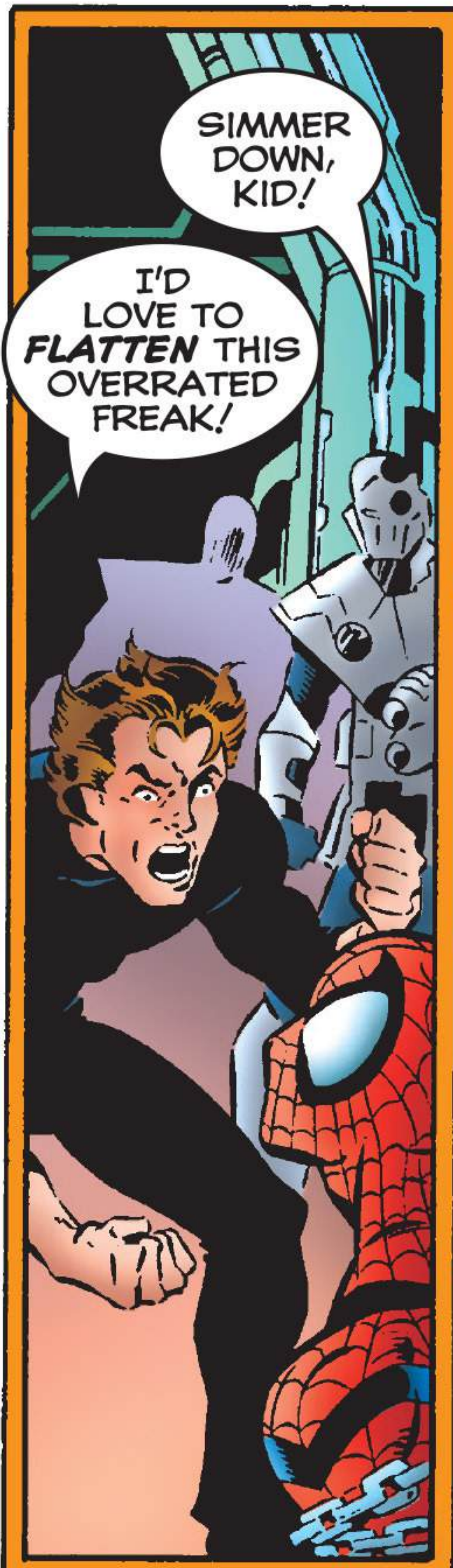
AND TO
THINK I ONCE
DOUBTED YOUR
INTELLIGENCE!

YOU GOT A **PROBLEM**,
PARKER?

ONLY
WITH **YOU**,
WEBS!

AS A
HERO...

YOU'RE A
**TOTAL
BUST!**



SIMMER DOWN, KID!

I'D LOVE TO **FLATTEN** THIS OVERRATED FREAK!



GET **HOLD** OF YOURSELF, PETER!

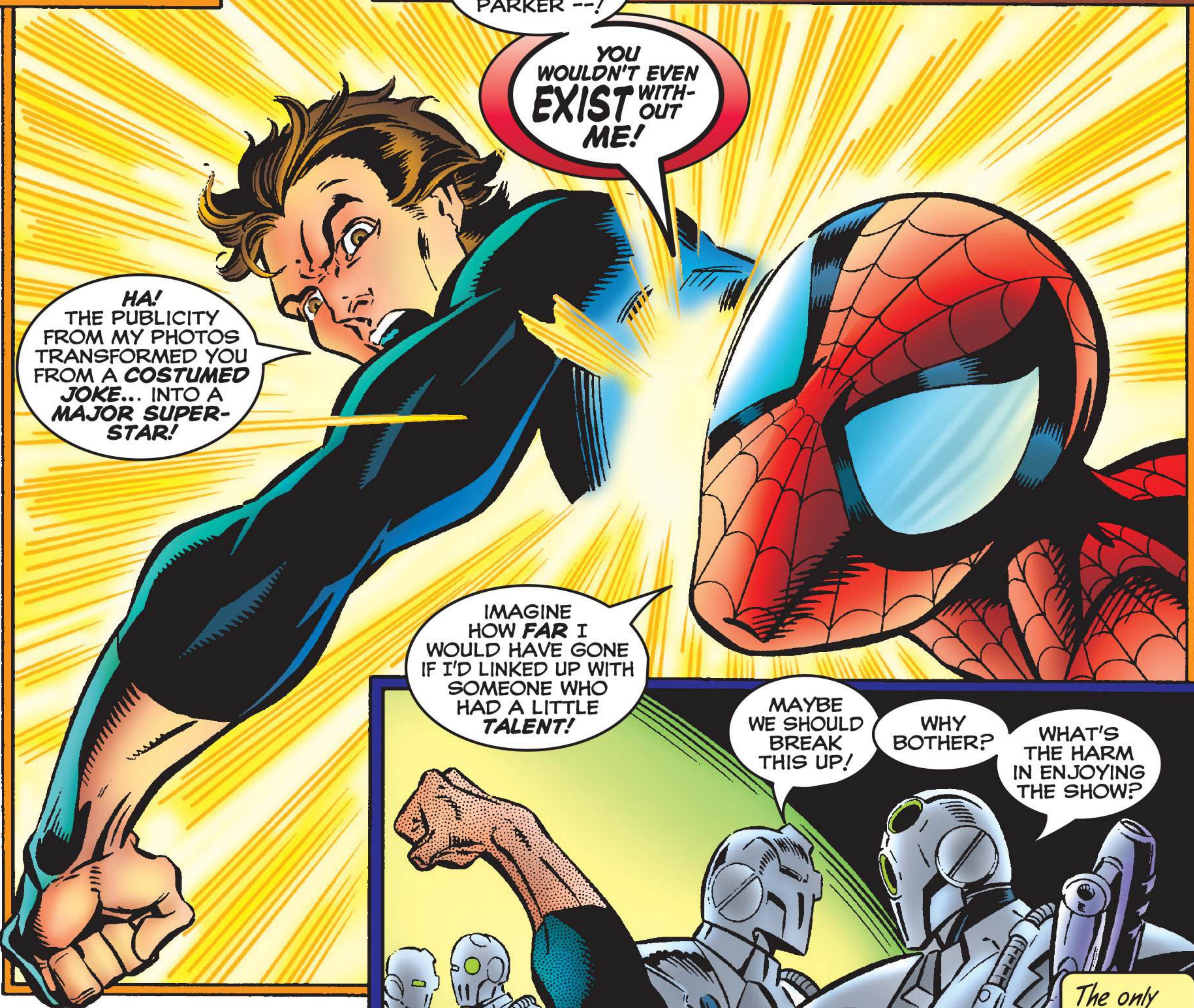
DON'T DEFEND HIM!



I **MADE** HIM **ALL** HE IS TODAY!

THIS **LOSER** IS LIVING OFF MY REP!

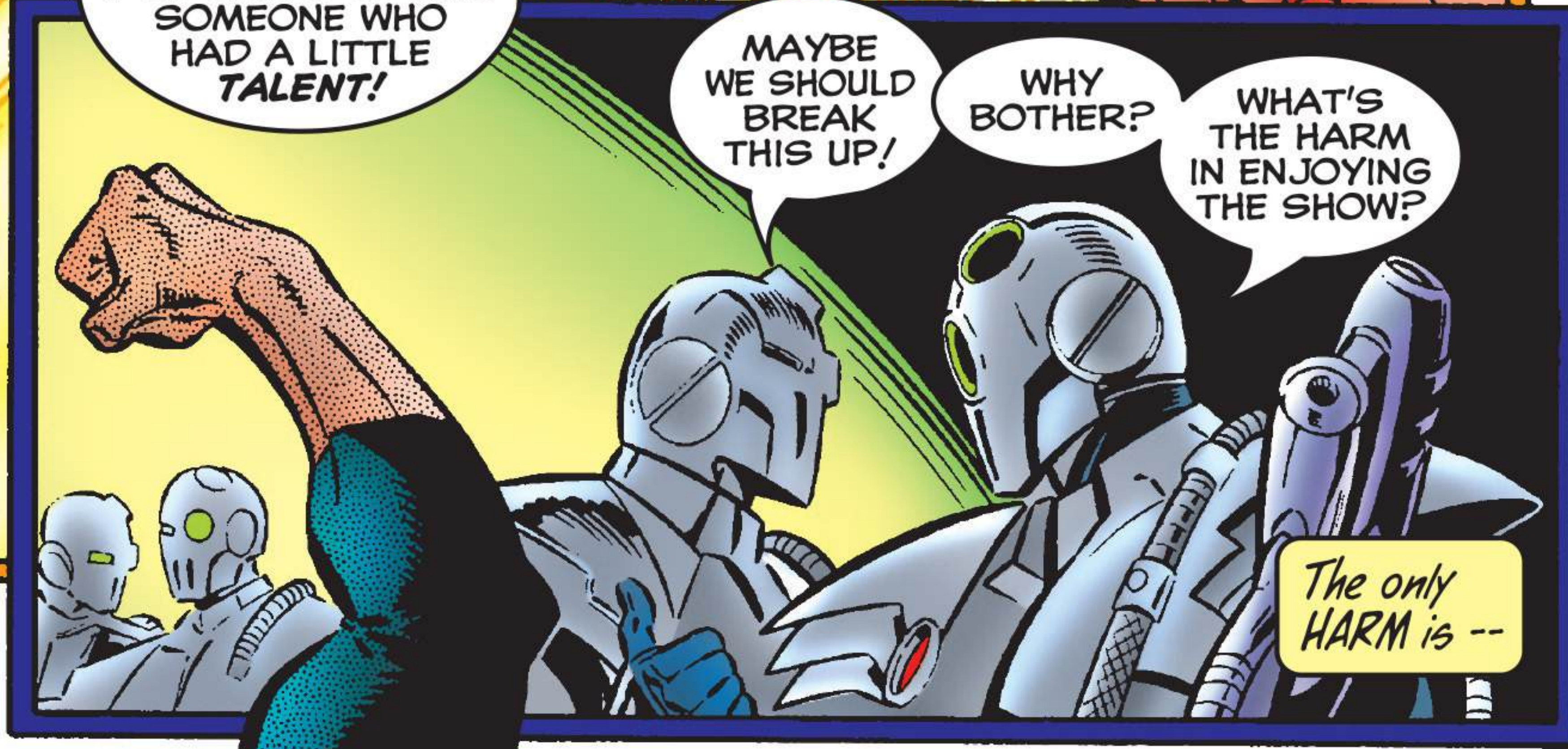
THAT CUTS **BOTH** WAYS, PARKER --!



HA! THE PUBLICITY FROM MY PHOTOS TRANSFORMED YOU FROM A **COSTUMED JOKE...** INTO A **MAJOR SUPER-STAR!**

YOU WOULDN'T EVEN **EXIST** WITHOUT ME!

IMAGINE HOW **FAR** I WOULD HAVE GONE IF I'D LINKED UP WITH SOMEONE WHO HAD A LITTLE **TALENT!**



MAYBE WE SHOULD **BREAK** THIS UP!

WHY BOTHER?

WHAT'S THE **HARM** IN ENJOYING THE SHOW?

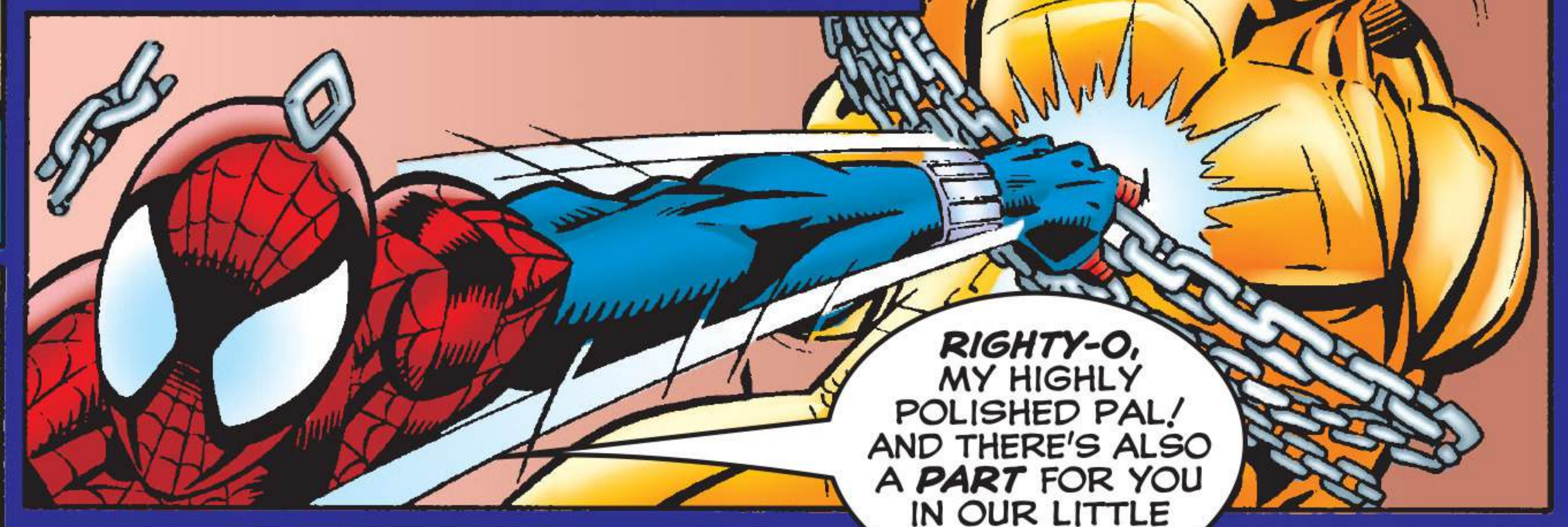
The only **HARM** is --



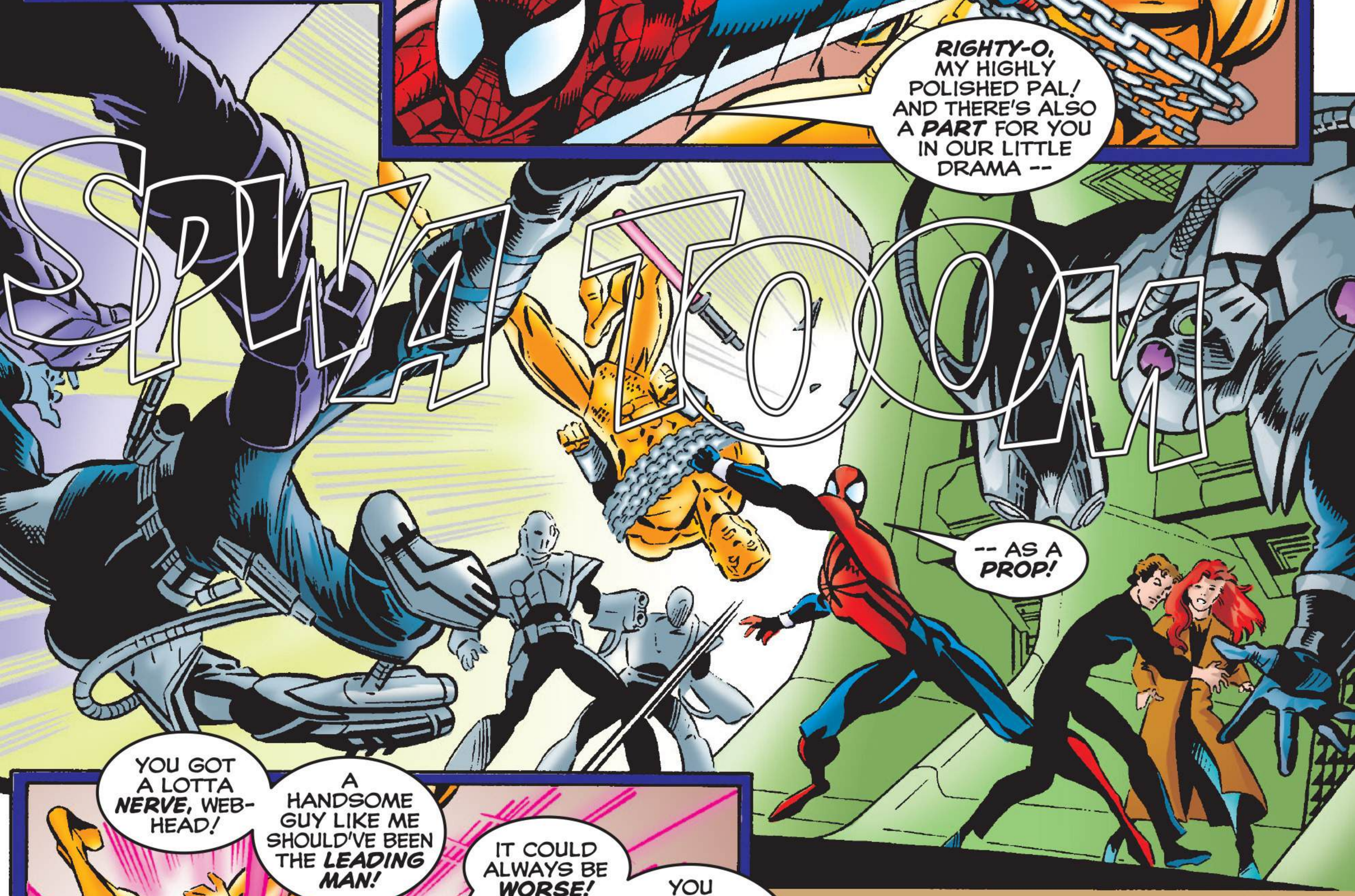
--In giving me an opportunity to **EXPAND** my chest muscles!

Y-YOU GUYS WERE **FAKING!**

IT WAS ALL A **BIG ACT!**



RIGHTY-O, MY HIGHLY POLISHED PAL! AND THERE'S ALSO A **PART** FOR YOU IN OUR LITTLE **DRAMA** --



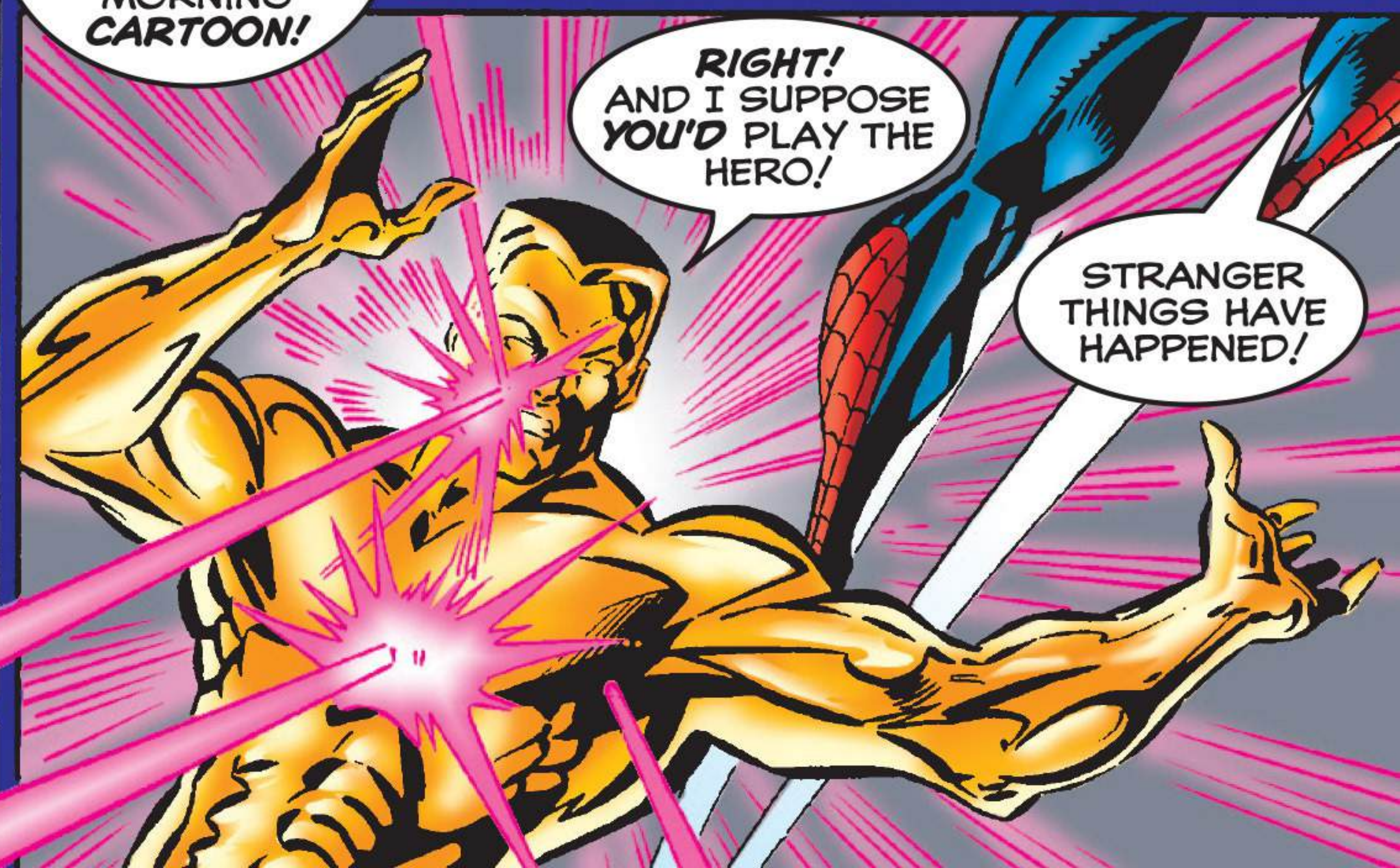
-- AS A **PROP!**

YOU GOT A LOTTA **NERVE**, WEB-HEAD!

A HANDSOME GUY LIKE ME SHOULD'VE BEEN THE **LEADING MAN!**

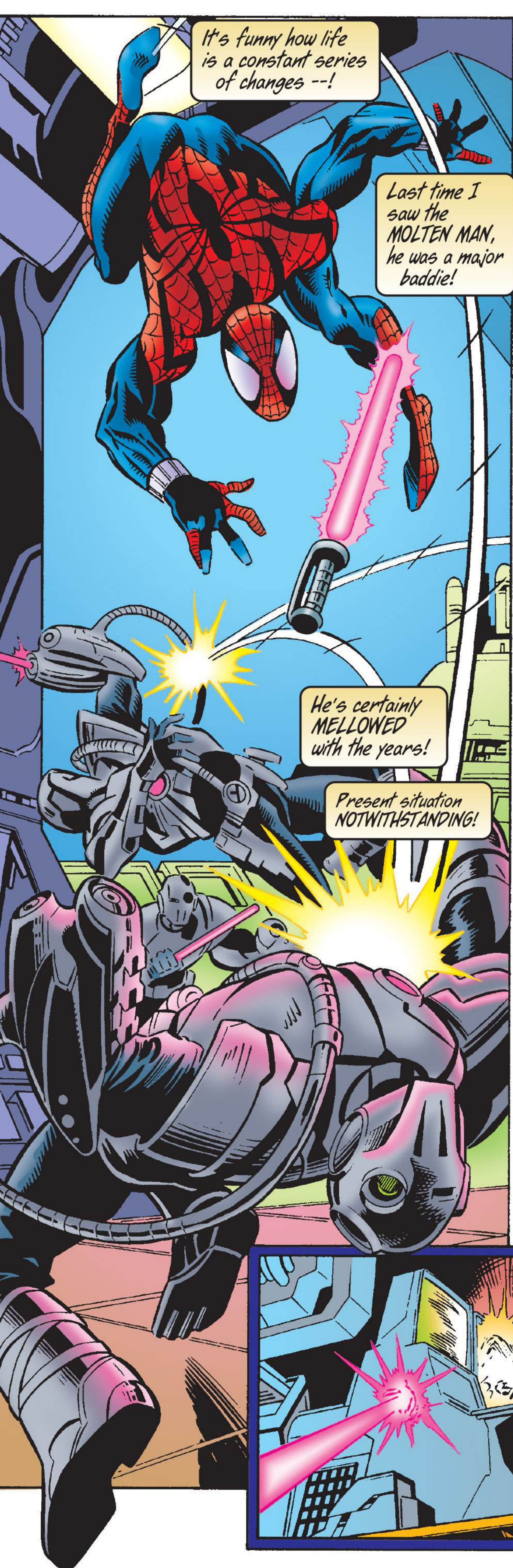
IT COULD ALWAYS BE **WORSE!**

YOU MIGHT BE CAST AS A **VILLAIN** IN SOME SATURDAY MORNING **CARTOON!**



RIGHT! AND I SUPPOSE **YOU'D** PLAY THE **HERO!**

STRANGER THINGS HAVE HAPPENED!



It's funny how life is a constant series of changes --!

Last time I saw the **MOLTEN MAN**, he was a major baddie!

He's certainly **MELLOWED** with the years!

Present situation **NOTWITHSTANDING!**



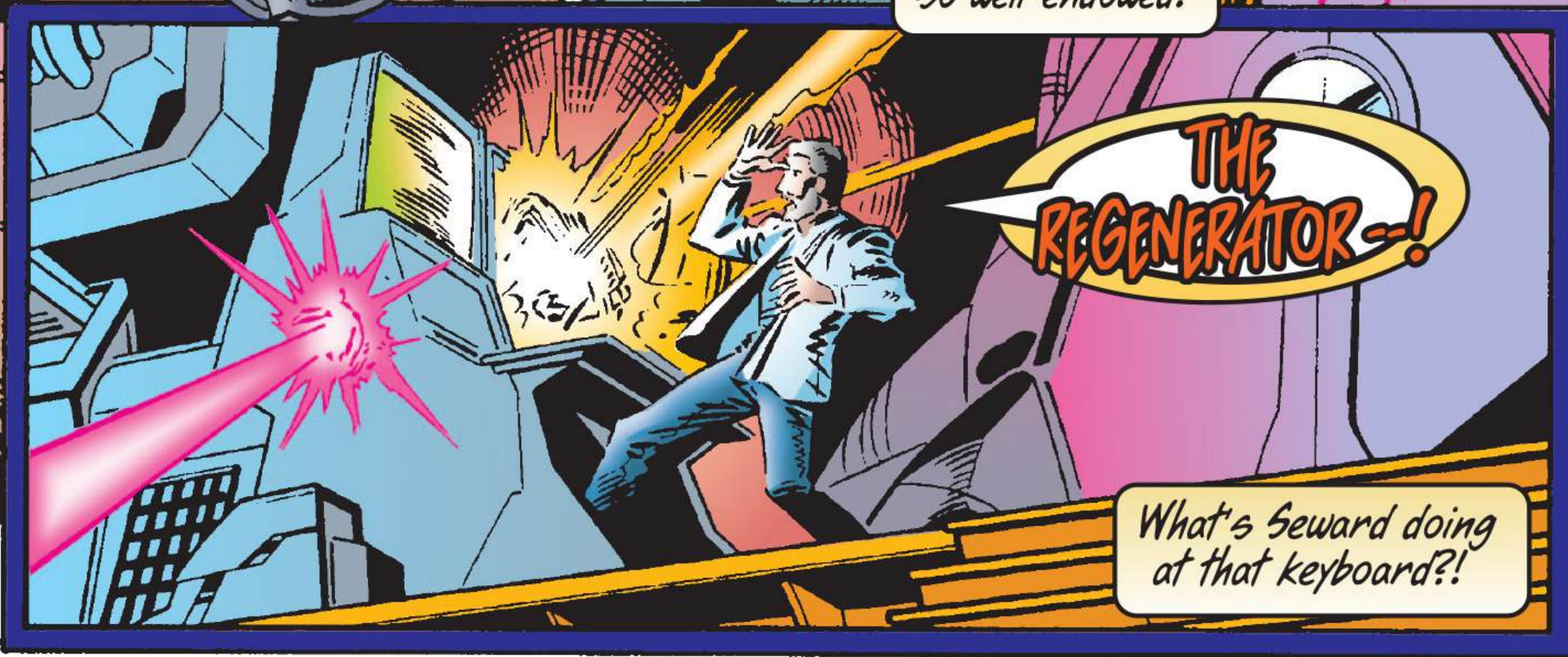
So much has **HAPPENED** -- so many relationships **EVOLVED** -- during those five years **PETER** wore the webs!

I almost wish he and Mary Jane would stay in **NEW YORK!**

Uh-oh! Something tells me I'd better start focusing on the **BATTLE** at hand!

My **SPIDER-SENSE** may help me dodge incoming bullets --

-- but **OTHERS** aren't nearly so well-endowed!

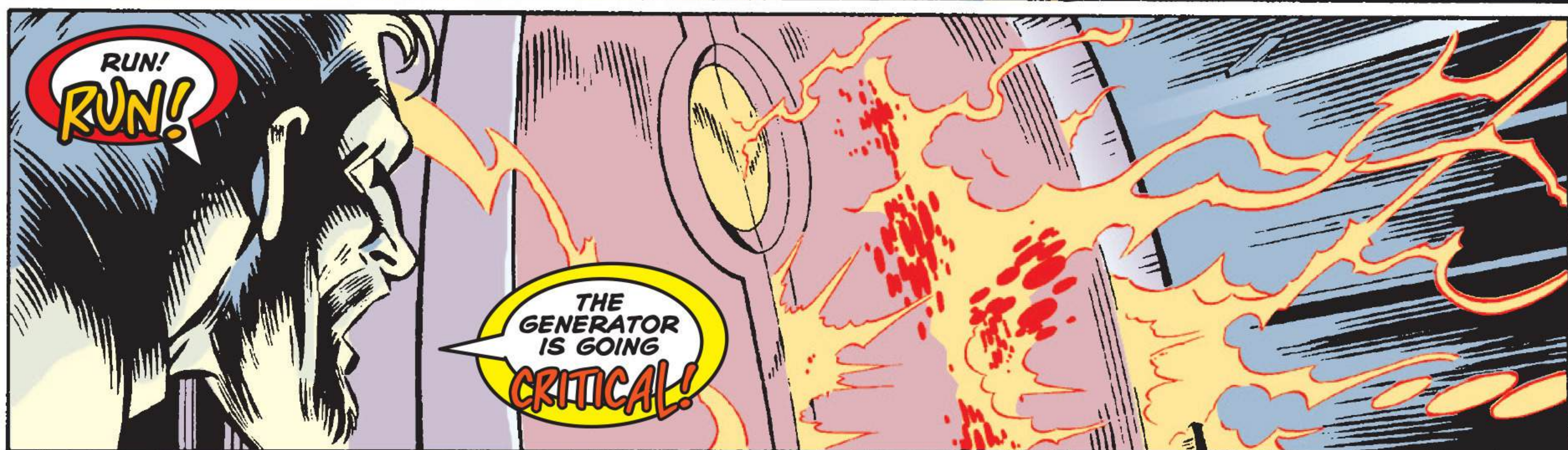


THE REGENERATOR --!

What's Seward doing at that keyboard?!

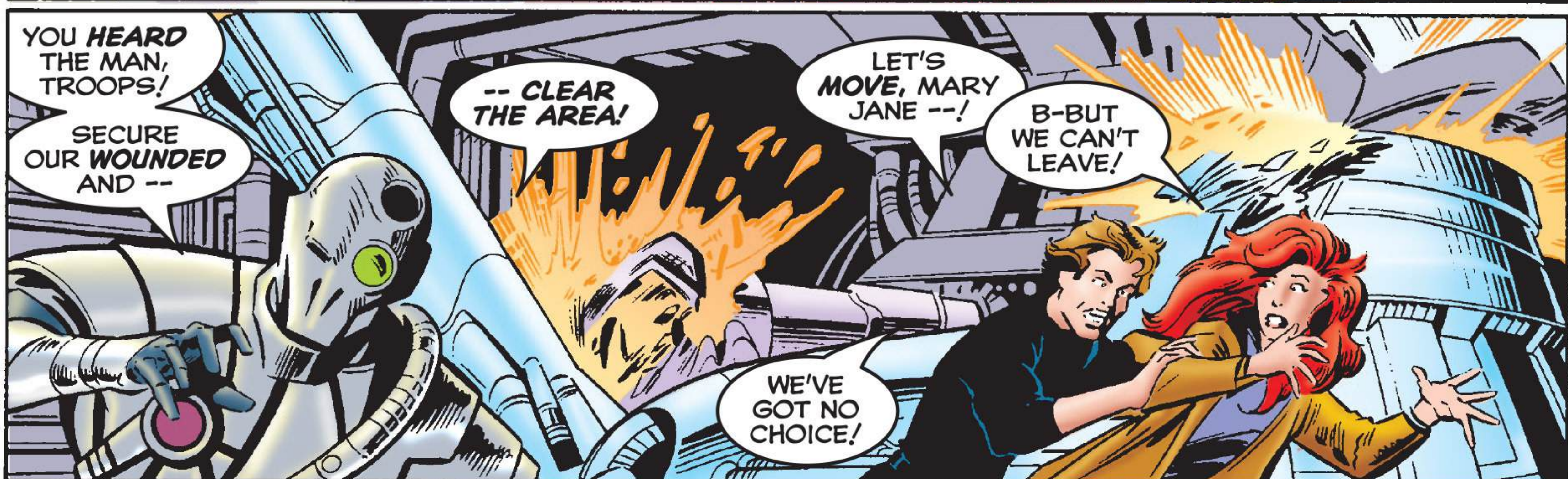


Is he trying to shut down the machine, or --?



**RUN!
RUN!**

THE
GENERATOR
IS GOING
CRITICAL!



YOU **HEARD**
THE MAN,
TROOPS!

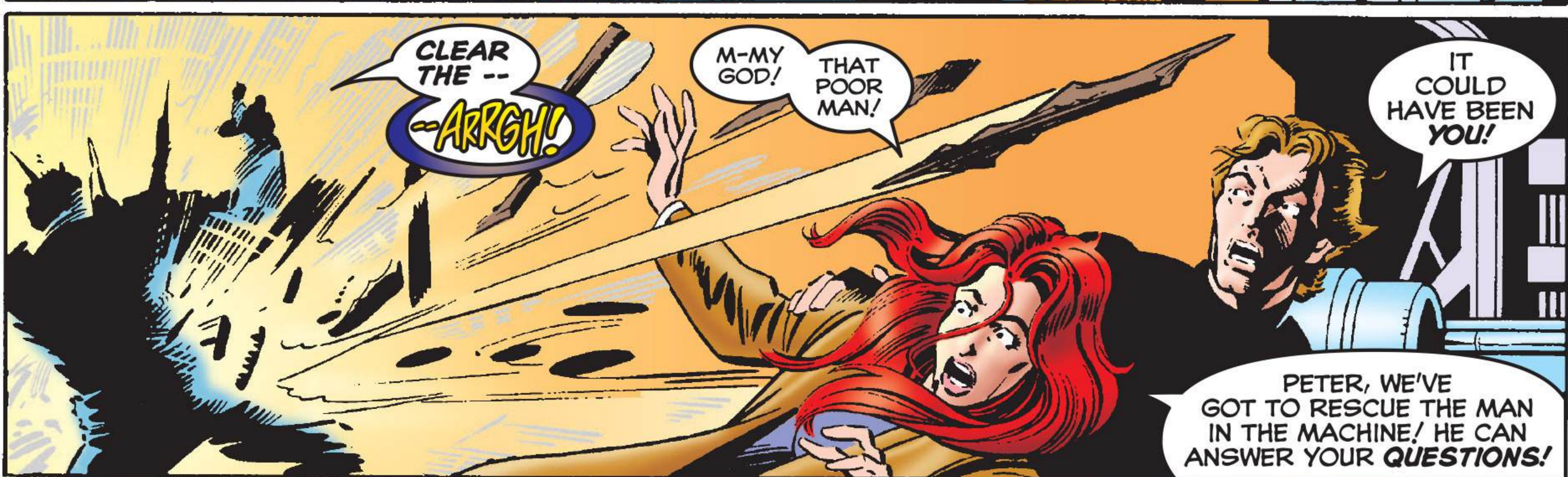
SECURE
OUR **WOUNDED**
AND --

-- **CLEAR
THE AREA!**

LET'S
**MOVE, MARY
JANE --!**

**B-BUT
WE CAN'T
LEAVE!**

WE'VE
GOT NO
CHOICE!



**CLEAR
THE --
--ARRGH!**

M-MY
GOD!

THAT
POOR
MAN!

IT
COULD
HAVE BEEN
YOU!

PETER, WE'VE
GOT TO RESCUE THE MAN
IN THE MACHINE! HE CAN
ANSWER YOUR **QUESTIONS!**



**FORGET
THEM!**

THEY'RE
NO LONGER
IMPORTANT!

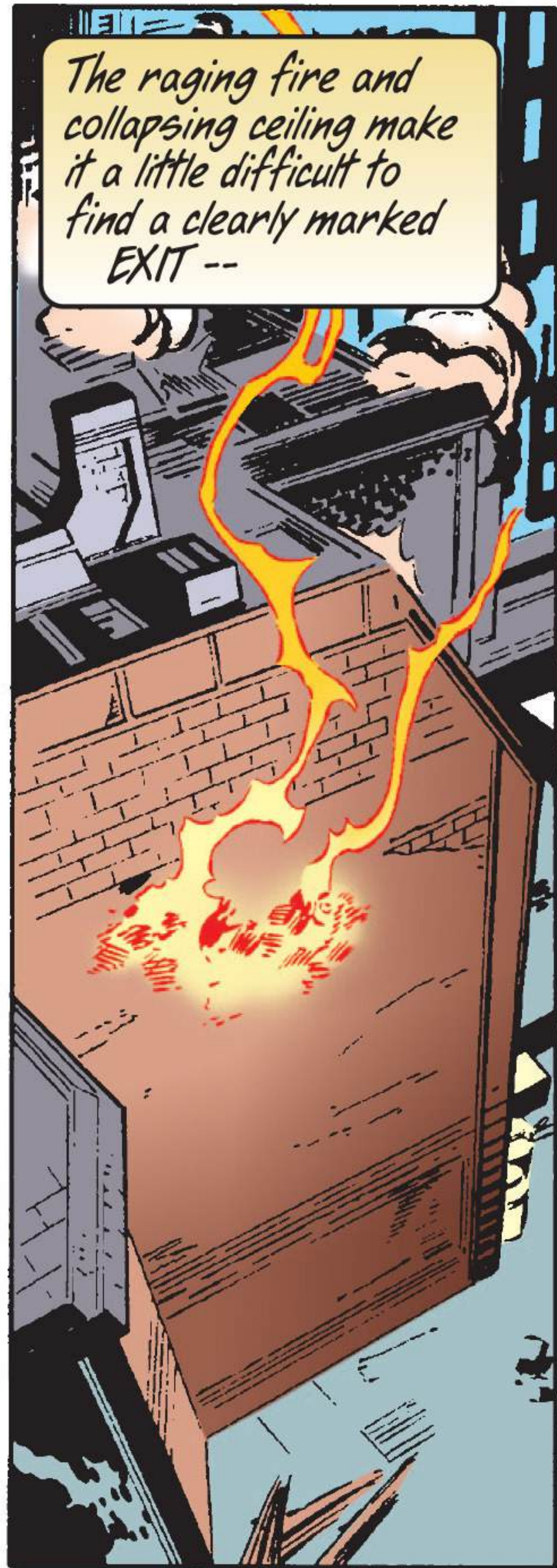
YOUR
SAFETY
IS **ALL** THAT
MATTERS
TO ME
NOW!



"--I'M AFRAID HE'S
ALREADY *TOAST*."

AEEEE





The raging fire and collapsing ceiling make it a little difficult to find a clearly marked EXIT --



-- so we make our own!

SWASH!

W-WE MADE IT!

WE'RE SAFE!

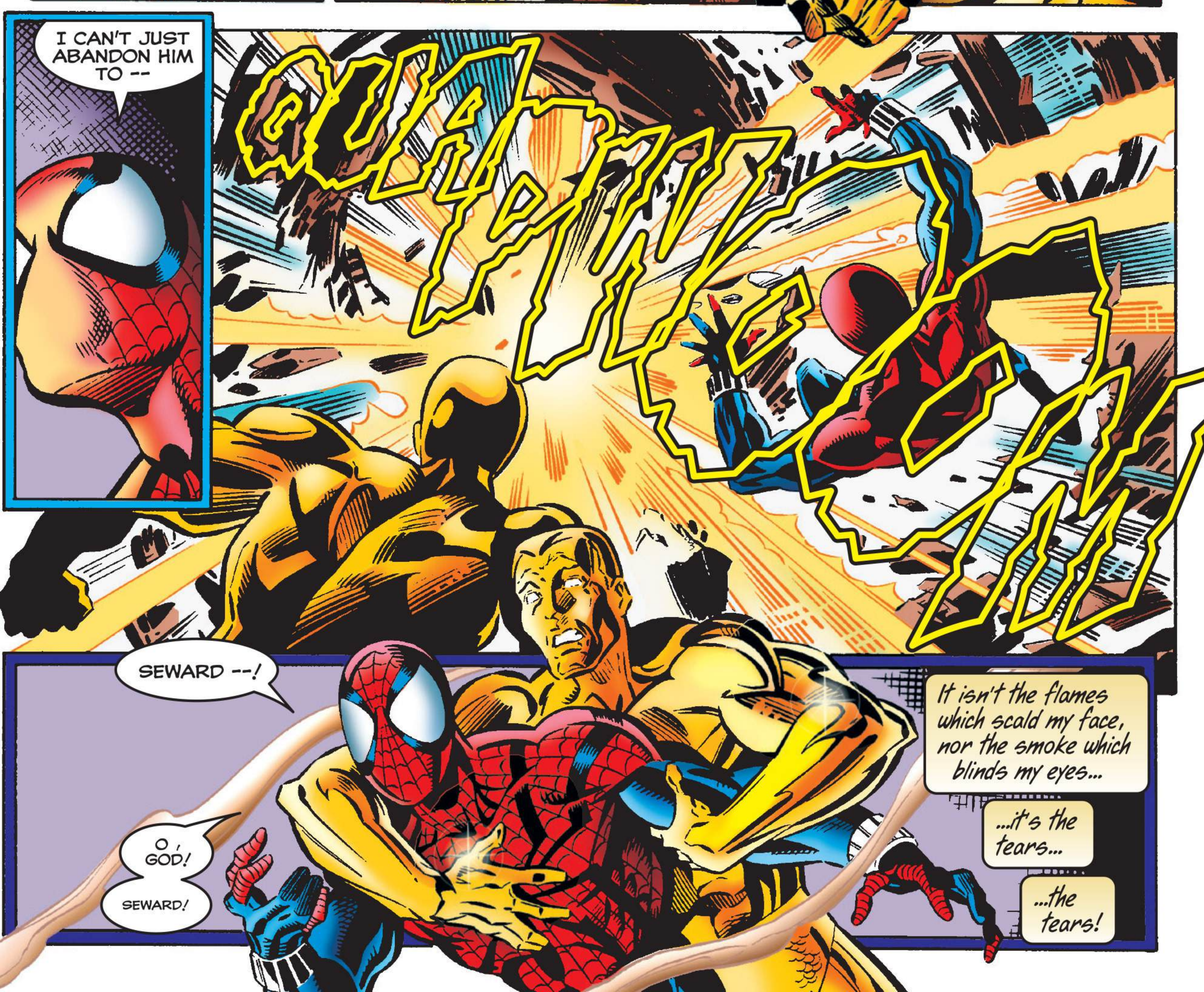
NOT ALL OF US!



YOU GOING BACK FOR TRAINER --?

YOU HAVE TO ASK?!

WHATEVER HE'S DONE, THE MAN WAS MY FRIEND!



I CAN'T JUST ABANDON HIM TO --

SEWARD --!

O! GOD!

SEWARD!

It isn't the flames which scald my face, nor the smoke which blinds my eyes...

...it's the tears...

...the tears!

WHAT
A FREAKIN'
MESS! MULTIVEX
MAY BE FINISHED,
BUT I NEVER DID LEARN
HOW OR WHY THEY
WERE TIED TO
OSBORN
INDUSTRIES!

I'D
SPARE YOU A
LITTLE SYMPATHY,
BUT I'M ALREADY
TAPPED
OUT.

WHY
ARE YOU SO
DOWN?

TOO
LONG A
STORY!

Peter and I came
here to learn WHO
we really are --

-- and WHERE we
actually came from!

At least Peter has Mary Jane
and his impending fatherhood
to comfort him...

...I hope he can eventually learn to
accept the fact that the PAST and
its SECRETS may be lost forever --

-- and we've got to
get on with our lives
by living in the PRESENT,
and embracing the
FUTURE!

Easier said
than done!

BEN,
I KNOW HOW
MUCH SEWARD
MEANT TO
YOU...

...I AM
SO SORRY FOR
YOUR
LOSS!

One thing still
troubles me...

...was he really trying to
SALVAGE the regenerator
at the end --

-- or did he
deliberately
sabotage it?!

I'll never
know!



INTERESTING
STORY IN THIS
MORNING'S *DAILY
BUGLE!*

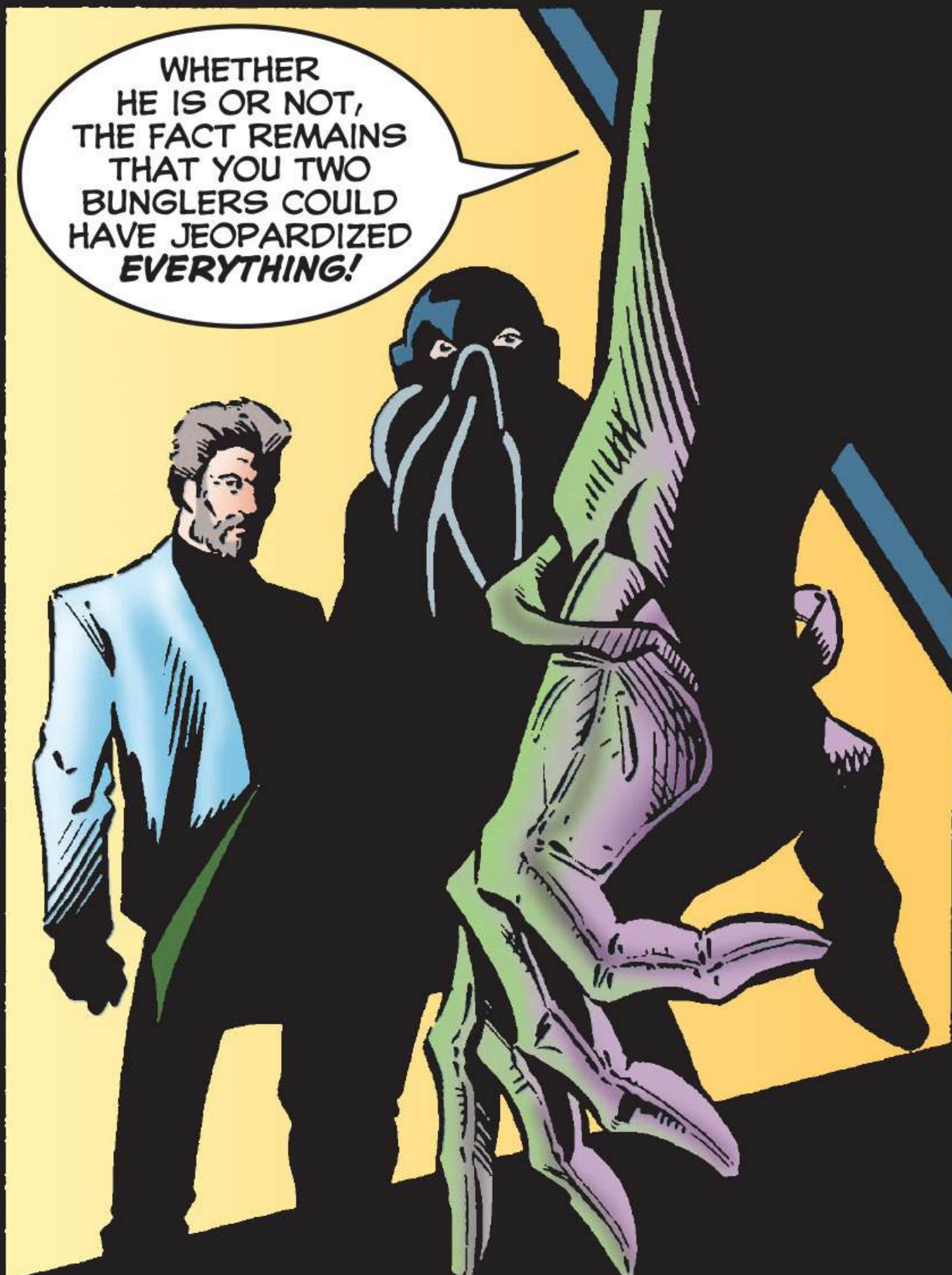
THEY
THEORIZE THAT
LAST NIGHT'S FIRE
AT *MULTIVEX* WAS
THE RESULT OF
*INDUSTRIAL
SABOTAGE!*



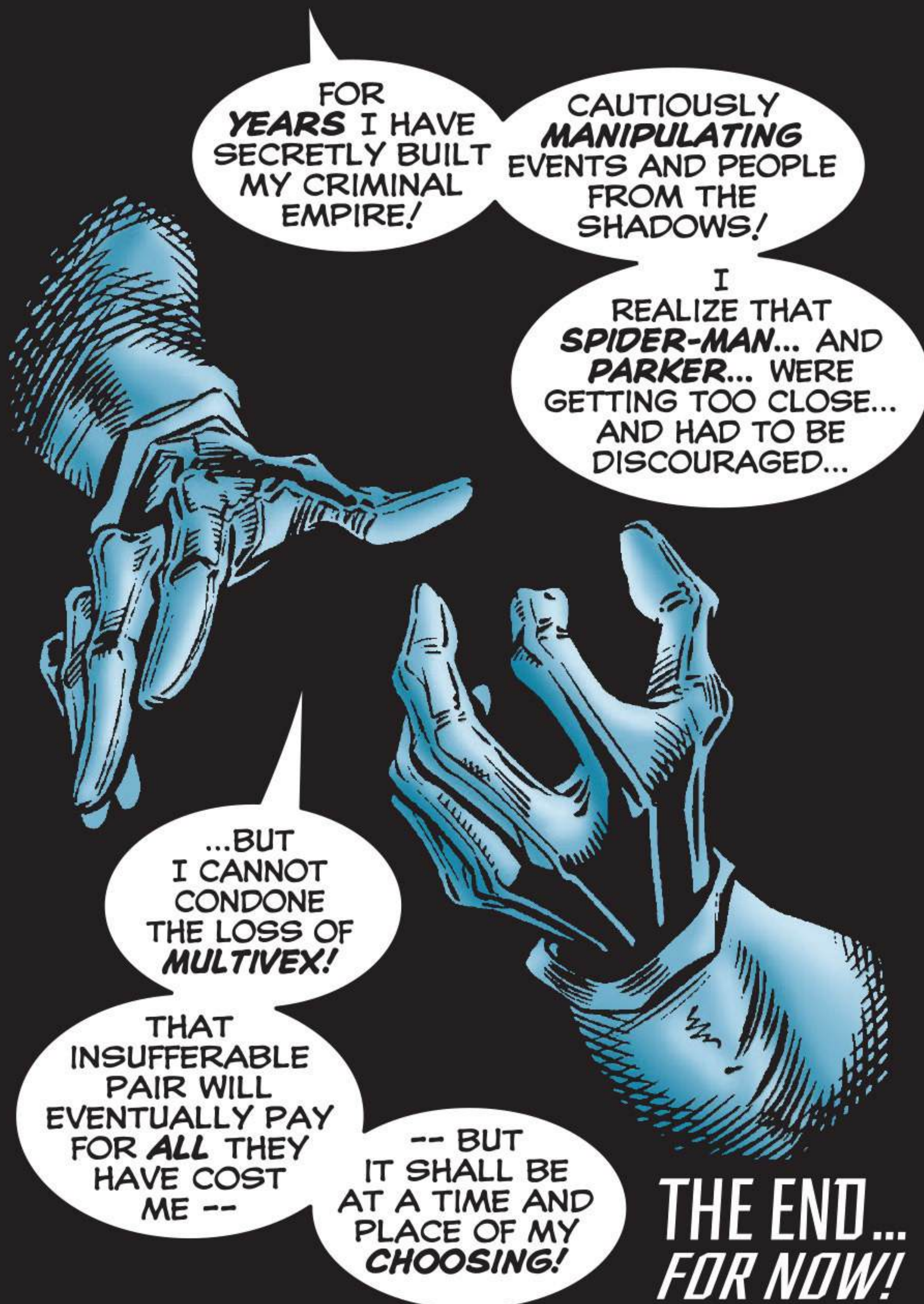
SABOTAGE?!

I CAN'T
IMAGINE ANYONE
CAPABLE OF SUCH
A REPULSIVE AND
CONTEMPTIBLE
ACT!

ARE YOU MAKING AN
ACCUSATION --?!



WHETHER
HE IS OR NOT,
THE FACT REMAINS
THAT YOU TWO
BUNGLERS COULD
HAVE JEOPARDIZED
EVERYTHING!



FOR
YEARS I HAVE
SECRETLY BUILT
MY CRIMINAL
EMPIRE!

CAUTIOUSLY
MANIPULATING
EVENTS AND PEOPLE
FROM THE
SHADOWS!

I
REALIZE THAT
*SPIDER-MAN... AND
PARKER...* WERE
GETTING TOO CLOSE...
AND HAD TO BE
DISCOURAGED...

...BUT
I CANNOT
CONDONE
THE LOSS OF
MULTIVEX!

THAT
INSUFFERABLE
PAIR WILL
EVENTUALLY PAY
FOR *ALL* THEY
HAVE COST
ME --

-- BUT
IT SHALL BE
AT A TIME AND
PLACE OF MY
CHOOSING!

*THE END...
FOR NOW!*

MARVEL[®]
COMICS



SPIDER-MAN[®]

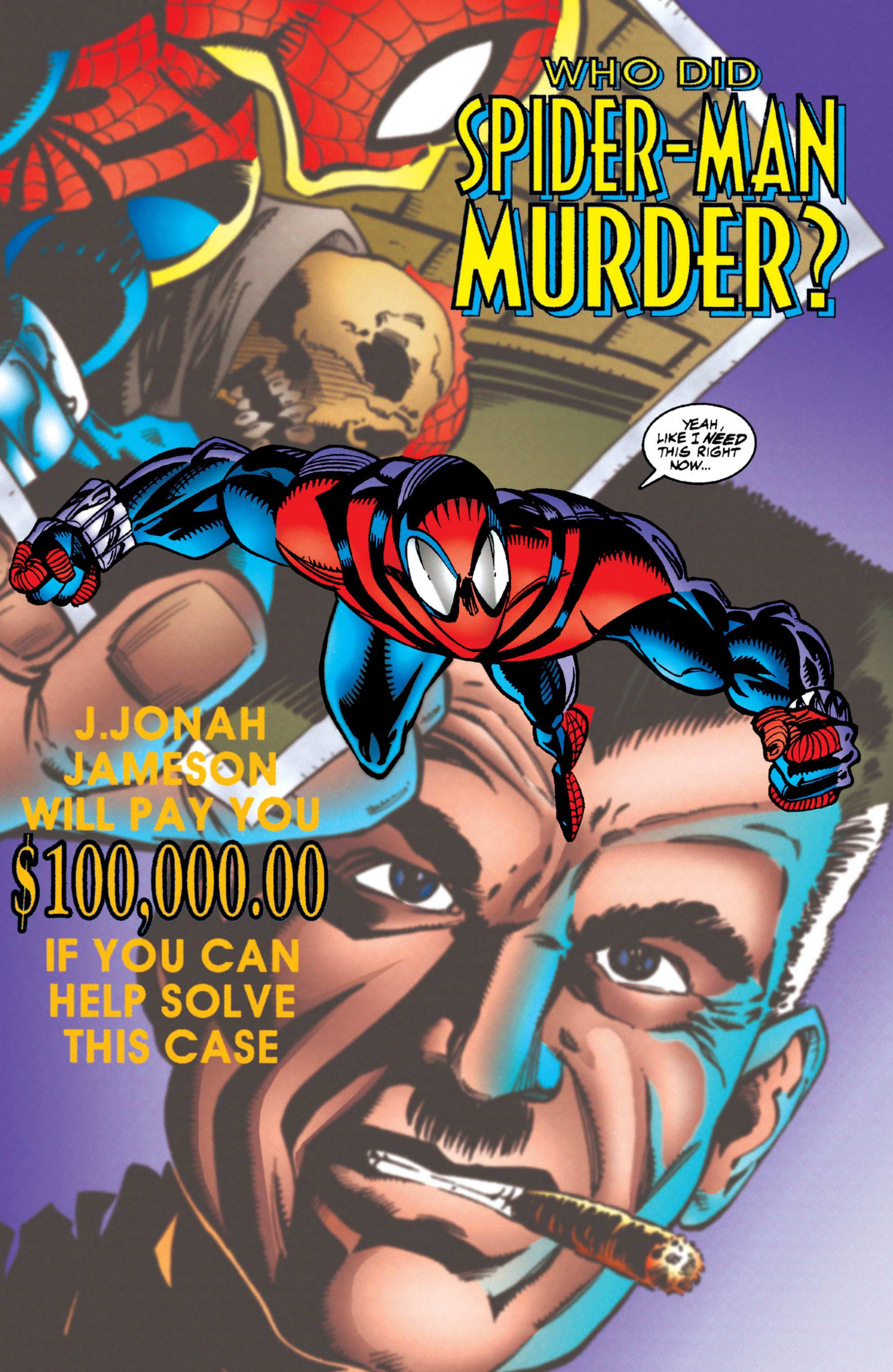
MAY '96 12

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPIDER-MAN[®] UNLIMITED



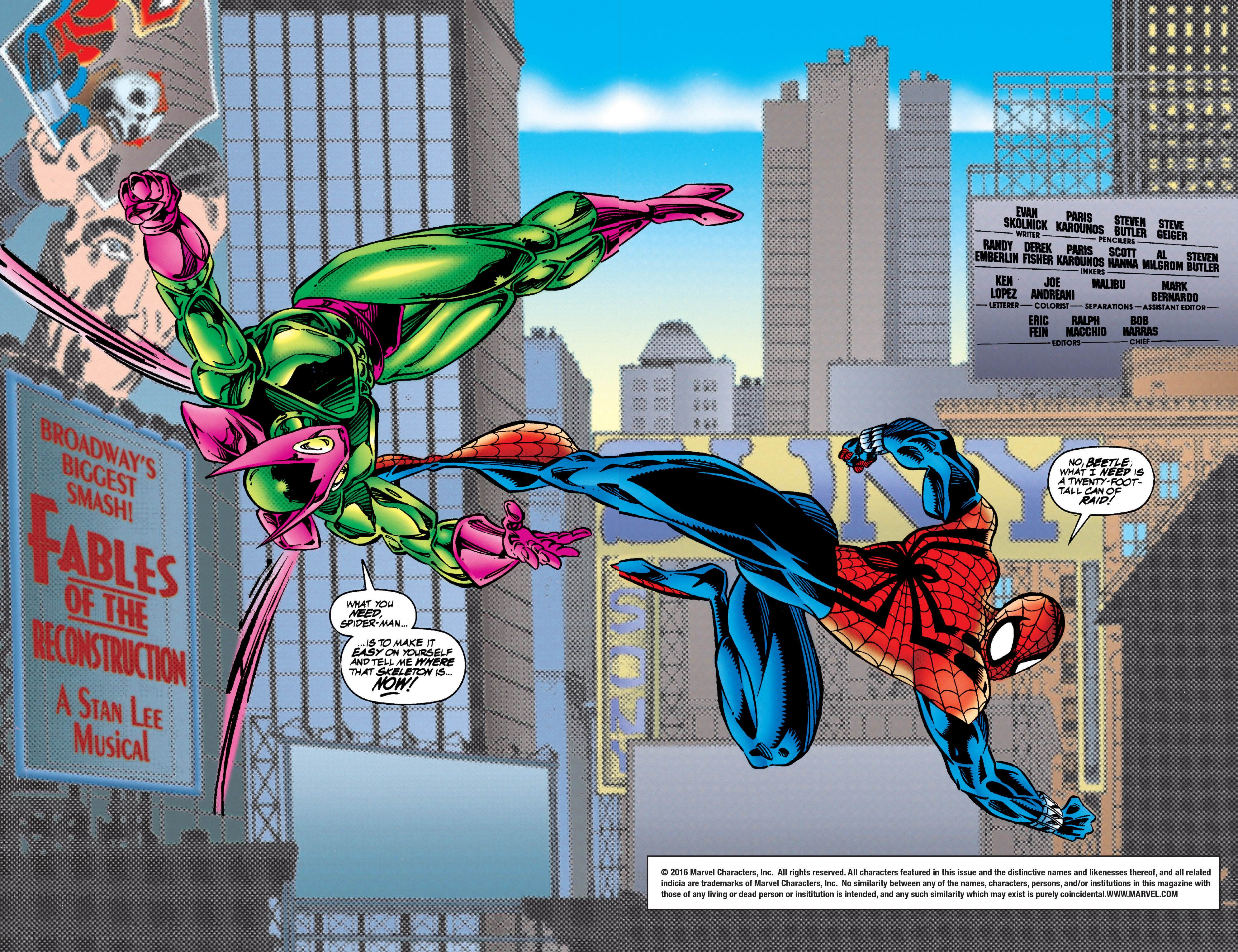
SKROE
LARD
GRAVE MATTERS!

A comic book illustration featuring Spider-Man in his red and blue suit, flying horizontally across the frame. In the background, a large, stylized skull is visible, and a cityscape is partially seen. The text 'WHO DID SPIDER-MAN MURDER?' is written in large, bold, yellow letters with a blue outline in the upper right corner. A speech bubble from Spider-Man is in the upper right, and a large advertisement for J. Jonah Jameson is in the lower left.

WHO DID SPIDER-MAN MURDER?

YEAH,
LIKE I NEED
THIS RIGHT
NOW...

J. JONAH
JAMESON
WILL PAY YOU
\$100,000.00
IF YOU CAN
HELP SOLVE
THIS CASE

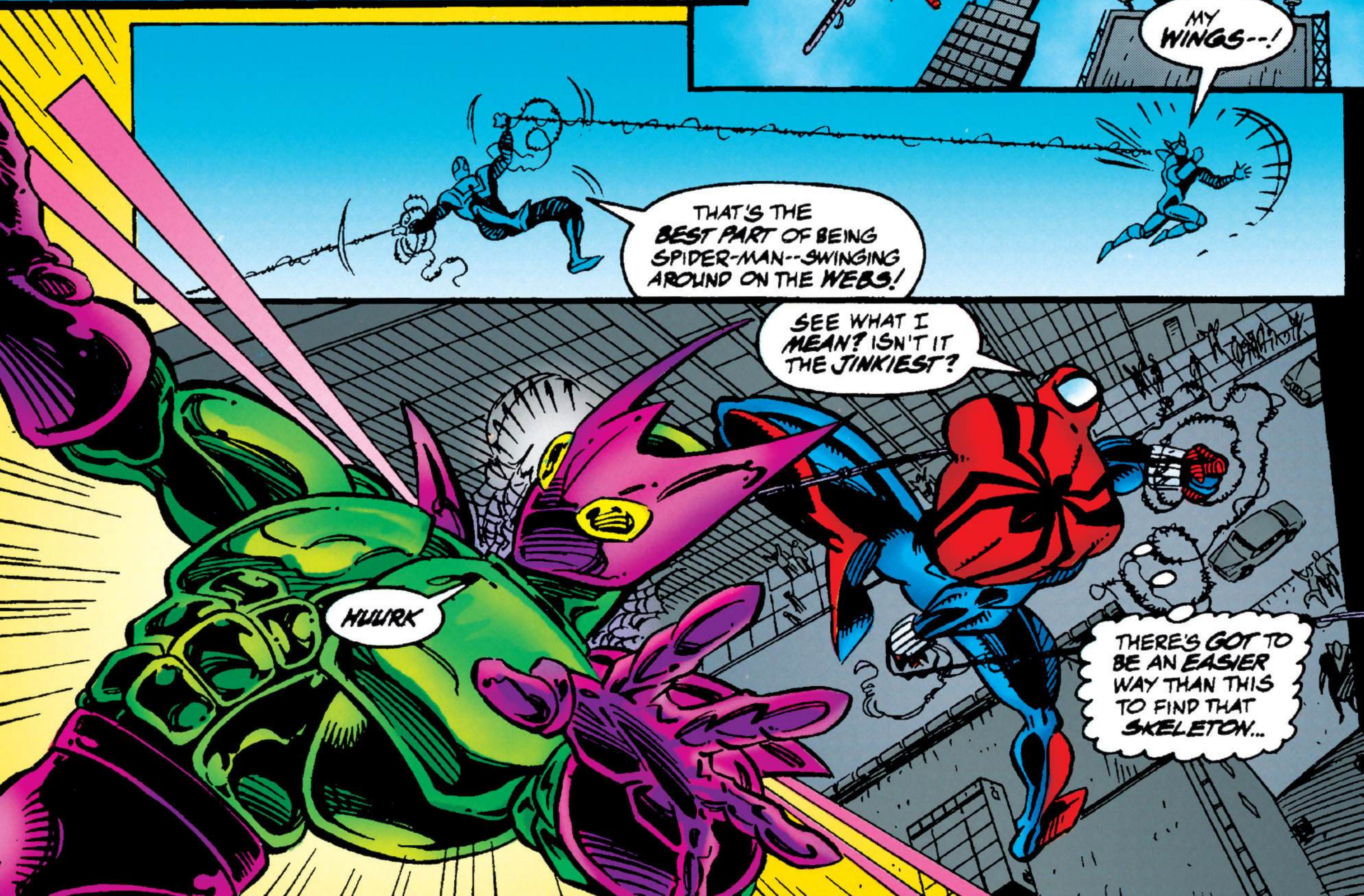
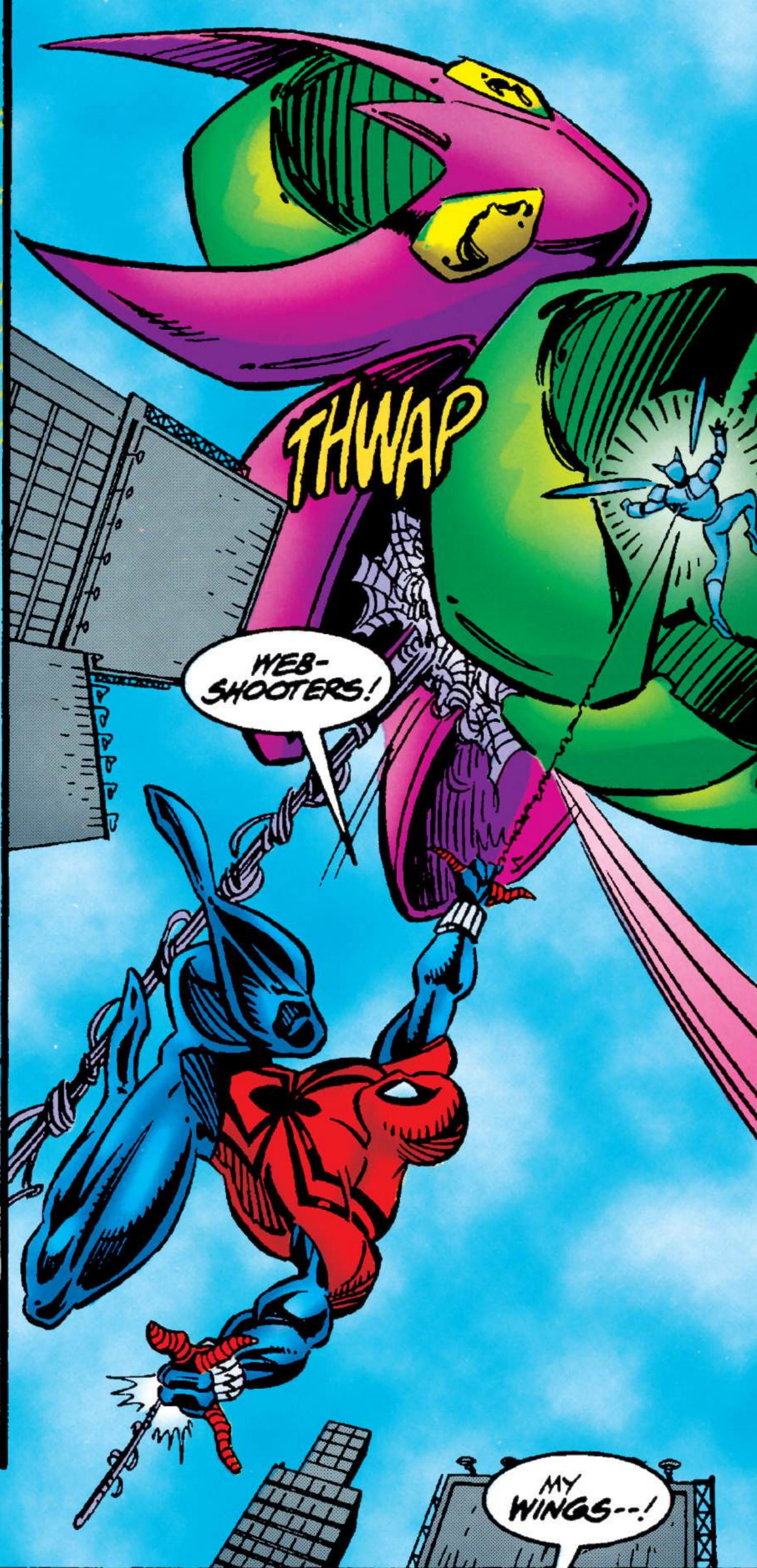


BROADWAY'S
BIGGEST
SMASH!
FABLES
OF THE
RECONSTRUCTION
A STAN LEE
Musical

WHAT YOU
NEED,
SPIDER-MAN...
...IS TO MAKE IT
EASY ON YOURSELF
AND TELL ME *WHERE*
THAT SKELETON IS...
NOW!

NO, BEETLE,
WHAT I NEED IS
A TWENTY-FOOT-
TALL CAN OF
RAID!

EVAN SKOLNICK WRITER	PARIS KAROUNOS PENCILERS	STEVEN BUTLER PENCILERS	STEVE GEIGER PENCILERS
RANDY EMBERLIN INKERS	DEREK FISHER INKERS	PARIS KAROUNOS INKERS	SCOTT HANNA INKERS
KEN LOPEZ LETTERER	JOE ANDREANI COLORIST	MALIBU SEPARATIONS	MARK BERNARDO ASSISTANT EDITOR
ERIC FEIN EDITORS	RALPH MACCHIO EDITORS	BOB HARRAS CHIEF	



KTAAASH

ZZZZT

GOOD,
YOU'RE
GETTING
THE HANG
OF IT!

JUST
BE CAREFUL
YOU DON'T--

WHOOPSIE.

GUESS YOU'RE
NOT QUITE READY
FOR A SOLO
FLIGHT YET,
SPARKY.

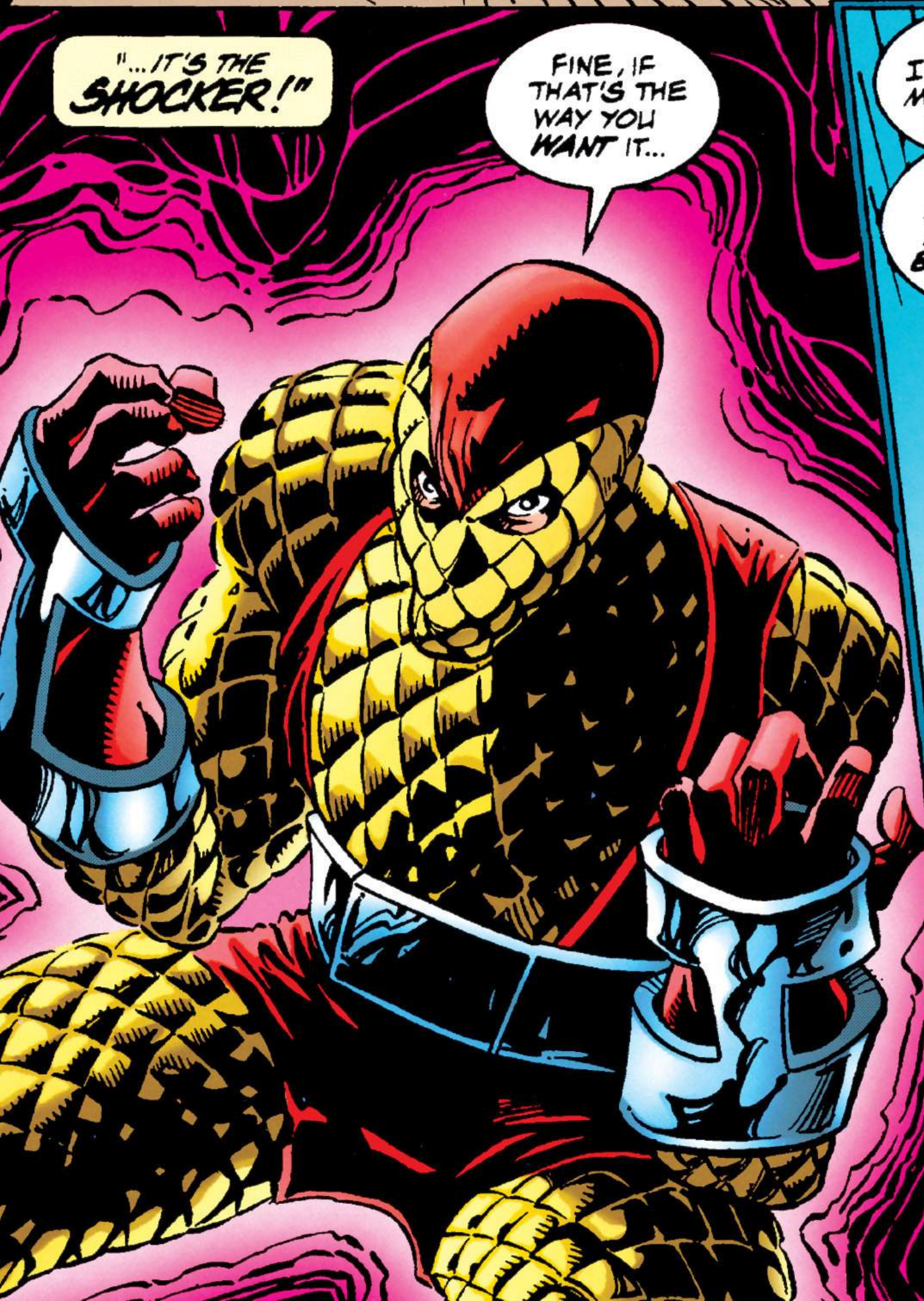
I SUPPOSE I
SHOULD PULL YOU
OUT OF THOSE
ELECTRICAL WIRES
AND HAND YOU OVER
TO THE COPS AGAIN,
HUH?

THEN AGAIN, HANDING
YOU OVER AFTER THE
KAINE FIASCO* OBVIOUSLY
DIDN'T DO THE TRICK, SINCE
YOU'RE OUT AND ABOUT
AGAIN.

GOD
BLESS THAT
AMERICAN
LEGAL
SYSTEM!

* SPIEY UNLIMITED #9.
--UNLIMITED RALF

WHOA--
SPIDER-
SENSE--



THIS IS
GETTING
RIDICULOUS!

I'LL JUST HAVE
TO GET HOME
AND CHANGE OUT
OF COSTUME...

... 'CAUSE I'M
OBVIOUSLY NOT
GOING TO GET ANY
PEACE AS SPIDER-
MAN RIGHT NOW--

THWIP

SQUEEE

WHOA--!
ENERGY BEAM--
JUST MISSED
ME!

NOW
WHO--?

THIS GUY I
DON'T EVEN
RECOGNIZE!

I WANT THAT
SKELETON,
SPIDER-MAN!

AND I MIGHT
JUST TAKE YOURS,
TOO, FOR GOOD
MEASURE!

GEE, THAT
SOUNDS
FAMILIAR.

DON'T YOU LOSERS
AT LEAST CHECK
YOUR "THREATENING
DIALOGUE" WITH EACH
OTHER BEFORE USING
IT ON ME?



I CAN'T SPEAK
FOR JACK O'
LANTERN, WEB-
SLINGER, BUT I
ASSURE YOU...

... SCORPIA
DOES NOT
"THREATEN"!

YEAH, WELL,
NEITHER DOES
BOOMERANG!

I'M GONNA
BE THE ONE WHO
COLLECTS THAT
REWARD
MONEY--

NO NEED TO POSTURE,
BOOMERANG--WE ALL
WANT THE SAME THING,
AND IF WE WORK
TOGETHER, WE CAN
SURELY HAVE IT!

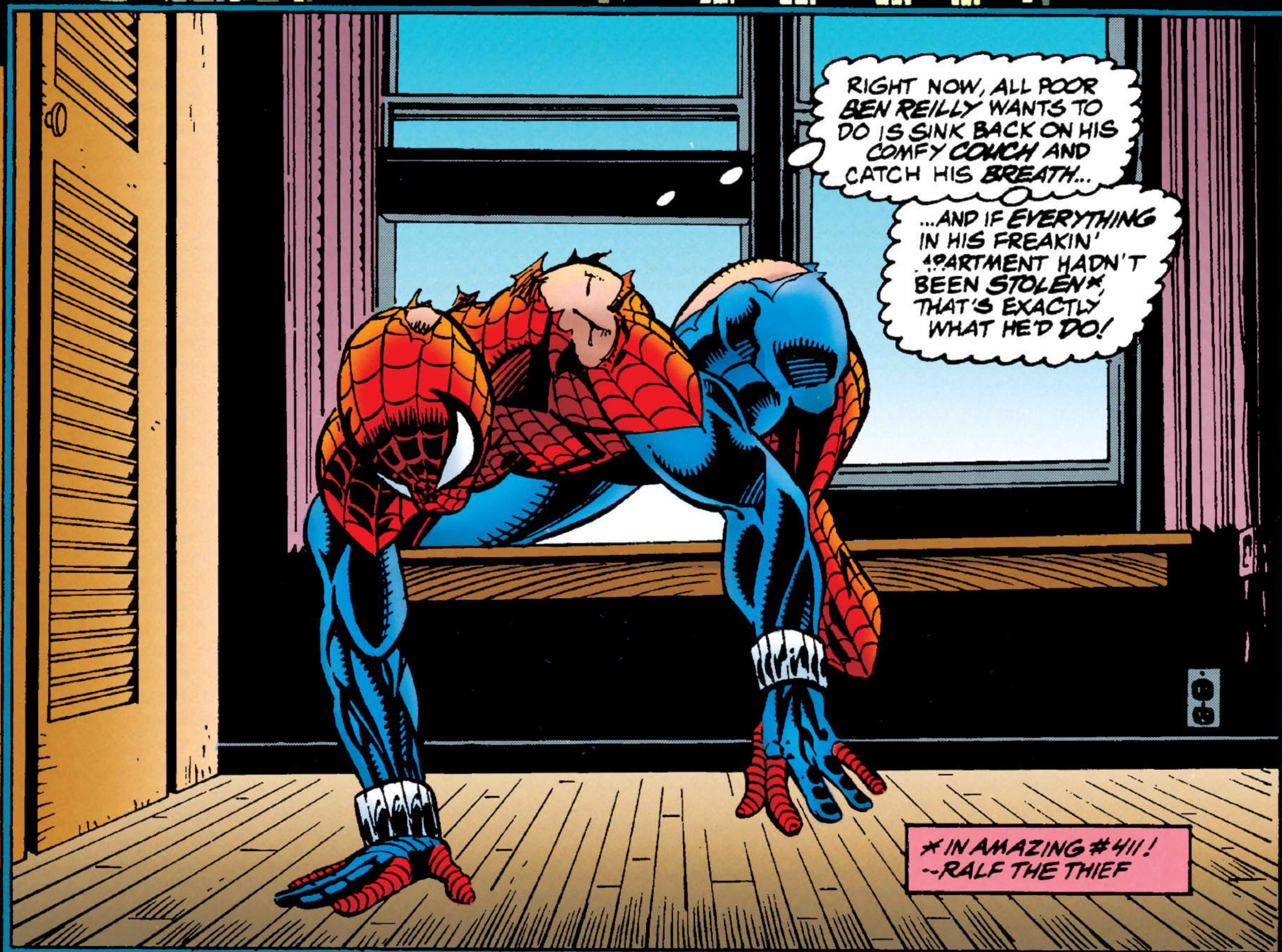
YEAH, AND WE
CAN SPLIT THE
REWARD... ALONG
WITH SPIDER-MAN'S
BODY!

OY...
...THANKS
A LOT,
JONAH...

TWENTY MINUTES
AND SEVERAL DOZEN
BRUISES LATER...

FINALLY
MADE IT
HOME...

...BUT TALK
ABOUT YOUR
ROUGH
COMMUTES!



RIGHT NOW, ALL POOR
BEN REILLY WANTS TO
DO IS SINK BACK ON HIS
COMFY COUCH AND
CATCH HIS BREATH...

...AND IF EVERYTHING
IN HIS FREAKIN'
APARTMENT HADN'T
BEEN **STOLEN***,
THAT'S EXACTLY
WHAT HE'D DO!

*IN AMAZING #411!
--RALF THE THIEF



SIGH

OH, IT'S JUST A
WONDERFUL
LIFE.

10,000
REWARD

10,000
REWARD

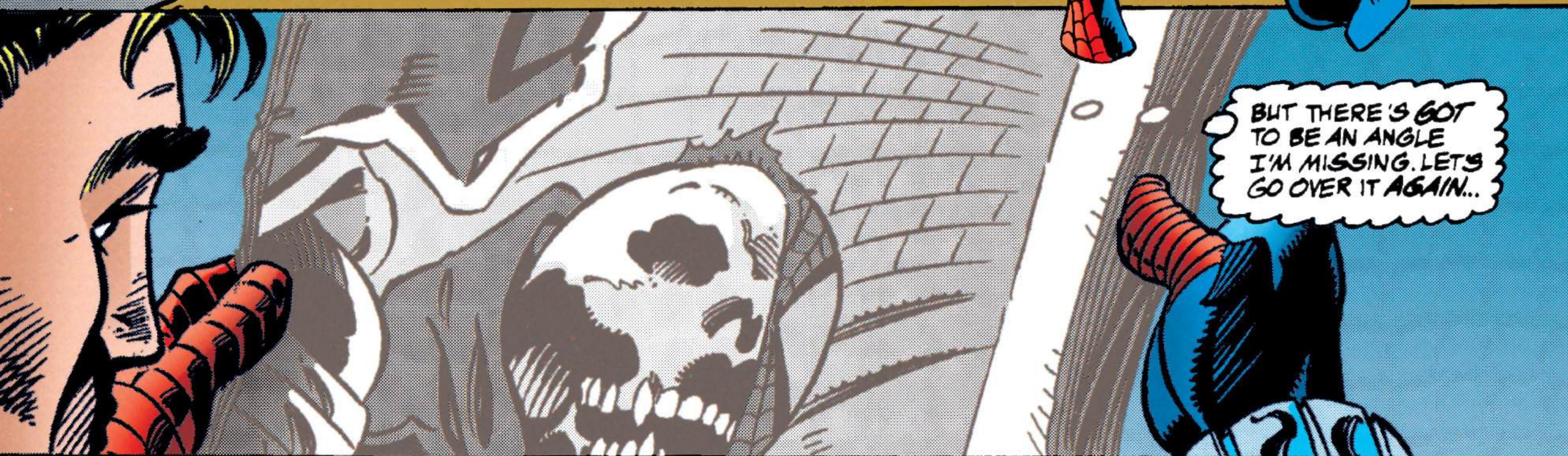
WHAT THE HECK AM I GOING TO DO?

THE MORE I THINK ABOUT THIS SITUATION, THE MORE HOPELESS IT SEEMS TO BE!

IT'S ALL GOTTEN SO COMPLICATED, SO QUICKLY.



BUT THERE'S GOT TO BE AN ANGLE I'M MISSING. LET'S GO OVER IT AGAIN...



IT ALL STARTED FIVE YEARS AGO, WHEN SPIDER-MAN DUMPED THE DEAD BODY OF HIS CLONE INTO A SMOKE-STACK IN BROOKLYN.



HE THOUGHT IT WAS THE END OF THE STORY... BUT IT WAS REALLY JUST THE BEGINNING.



FOR YEARS, I BELIEVED MYSELF TO BE THAT CLONE. I ADOPTED THE NAME BEN REILLY AND MADE A LIFE FOR MYSELF, FAR AWAY FROM THE "REAL" SPIDER-MAN, PETER PARKER.



THEN, NOT SO LONG AGO, PETER AND I FINALLY MET, FACE-TO-FACE!

AT FIRST, EVERYONE ASSUMED THAT PETER WAS INDEED THE ORIGINAL AND I WAS THE CLONE...

...UNTIL GENETIC TESTING INDICATED THAT THE REVERSE WAS TRUE!



WE BOTH HAD SOME TROUBLE HANDLING THAT LITTLE BOMBHELL.

EVENTUALLY I ADOPTED THE SPIDER-MAN PERSONA...

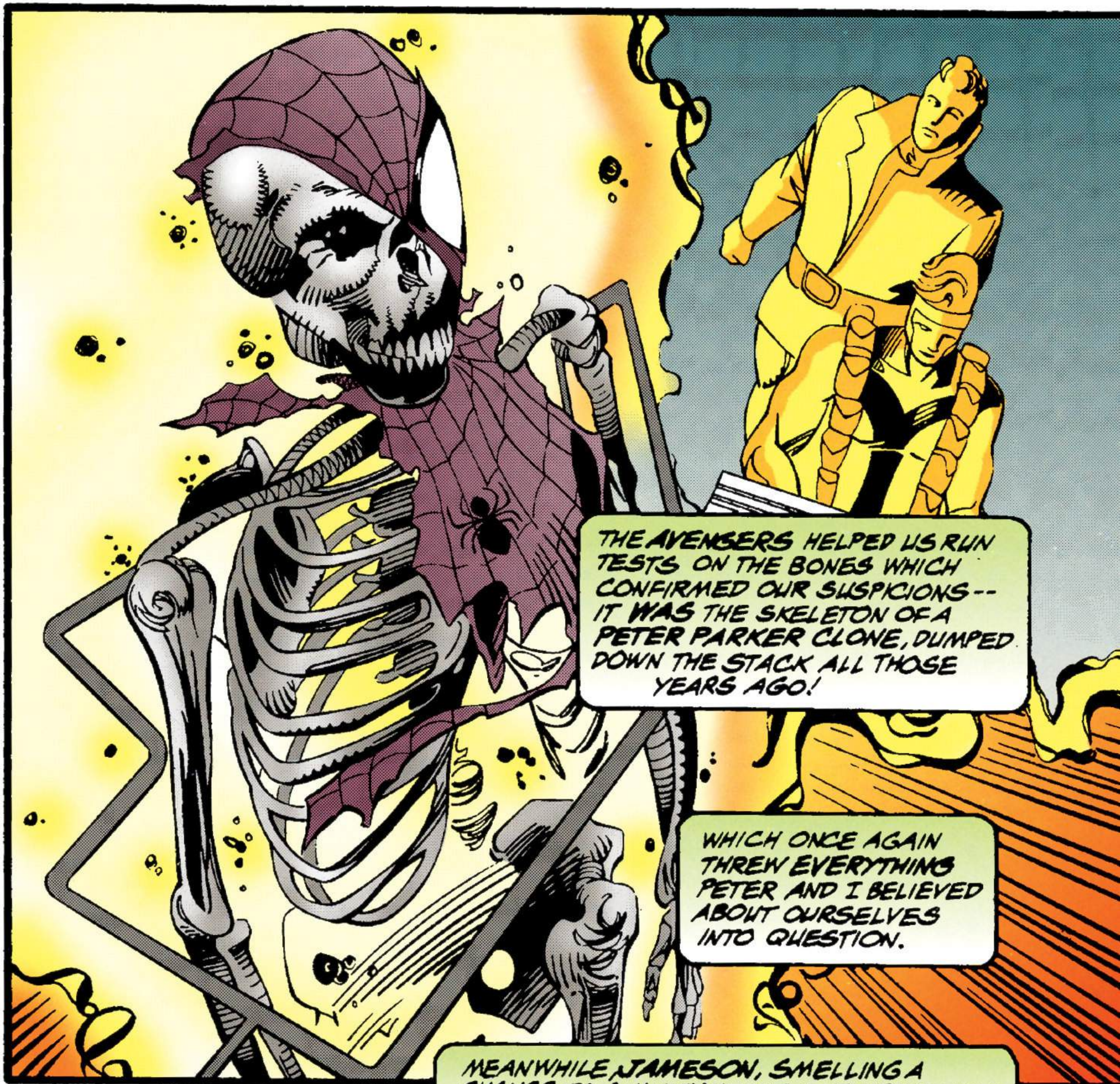
...AND PETER, HAVING LOST HIS SPIDER-POWERS, LOOKED FORWARD TO A PEACEFUL LIFE WITH HIS WIFE, MARY JANE, AND THEIR BABY-TO-BE.

UNTIL THINGS GOT EVEN FREAKIER.

A SKELETON WEARING SHREDS OF A SPIDER-MAN COSTUME WAS FOUND AT A BROOKLYN SMOKESTACK!

PETER AND I HAD TO FIND OUT THE TRUTH ABOUT THAT SKELETON.

SO I STOLE IT, RIGHT FROM THE POLICE MORGUE... RIGHT IN FRONT OF DAILY BUGLE PUBLISHER J. JONAH JAMESON HIMSELF!



THE AVENGERS HELPED US RUN TESTS ON THE BONES WHICH CONFIRMED OUR SUSPICIONS-- IT WAS THE SKELETON OF A PETER PARKER CLONE, DUMPED DOWN THE STACK ALL THOSE YEARS AGO!

WHICH ONCE AGAIN THREW EVERYTHING PETER AND I BELIEVED ABOUT OURSELVES INTO QUESTION.

MEANWHILE, JAMESON, SMELLING A CHANCE TO SIMULTANEOUSLY EMBARRASS SPIDER-MAN AND SELL SOME PAPERS...

...OFFERED A HUGE BONUS TO ANYONE ON THE BUGLE STAFF WHO COULD GET A LEAD ON THE WHEREABOUTS OF THE SKELETON!



SINCE WE KNEW EXACTLY WHERE THE SKELETON WAS...

...MARY JANE AND I URGED PETER TO SNAP A PHOTO OF ME WITH THE BONES, THEN COLLECT THE BONUS MONEY.

WE FIGURED IT WAS THE ONLY WAY TO HAVE ANYTHING GOOD COME FROM ALL OF THIS.



WE HAD NO IDEA JUST HOW FAR JONAH WAS WILLING TO GO WITH IT, HOWEVER.

AS SOON AS HE GOT THE PICTURE, HE PLASTERED IT ALL OVER TOWN AS "PROOF" OF SPIDER-MAN'S TREACHERY...

... AND OFFERED A \$100,000 REWARD TO ANYONE WHO COULD RECOVER THE SKELETON!

EVEN WORSE, HE ANNOUNCED HIS PLANS ONCE THE SKELETON WAS RETRIEVED...

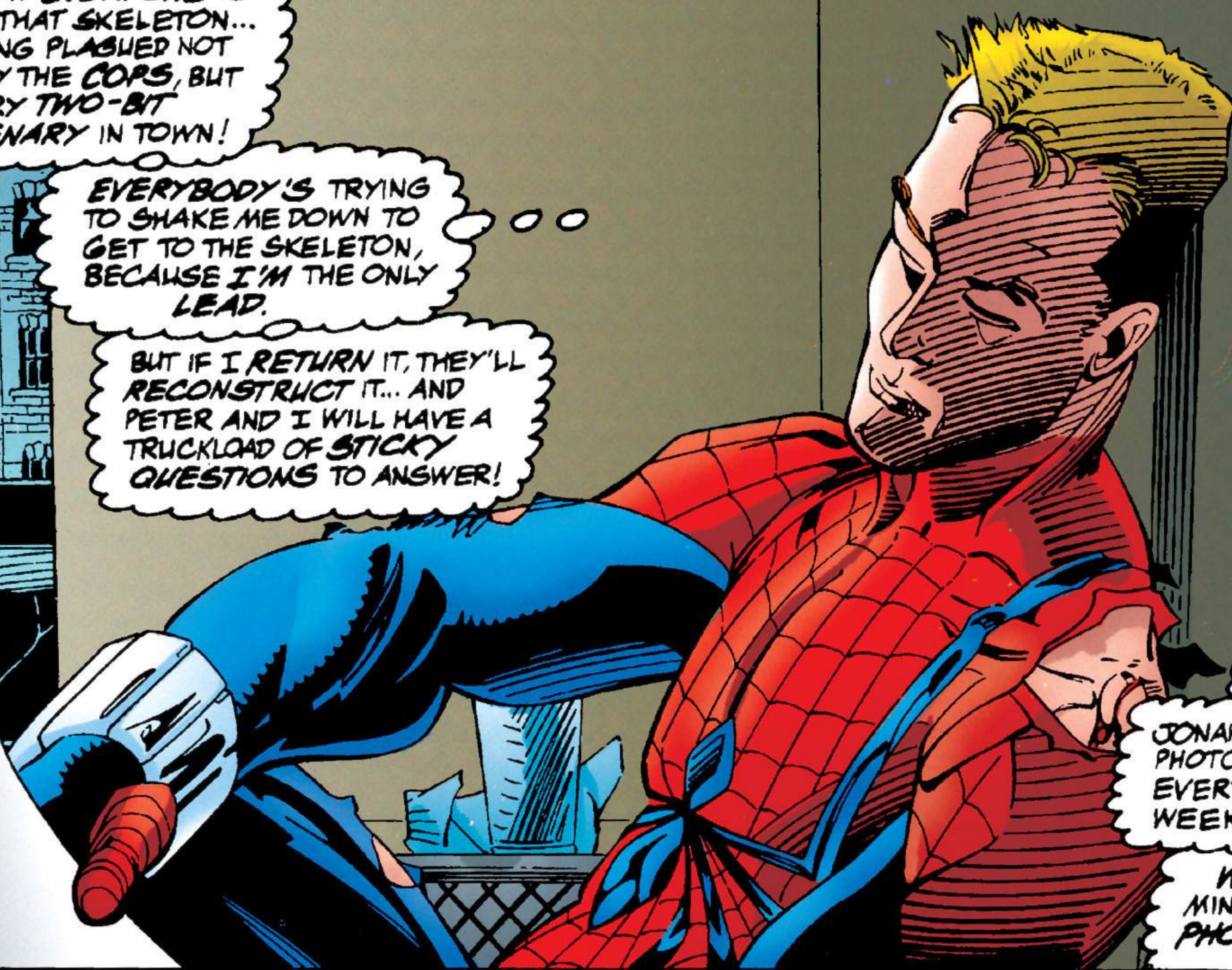
... DR. SHYAM HOLKAR--THE WORLD'S PREEMINENT FORENSIC RECONSTRUCTIONIST--WOULD BE USING CUTTING-EDGE TECHNOLOGY TO RECONSTRUCT THE FACIAL FEATURES OF THE "VICTIM!"



AND NOW EVERYONE IS AFTER THAT SKELETON... I'M BEING PLASHED NOT ONLY BY THE COPS, BUT BY EVERY TWO-BIT MERCENARY IN TOWN!

EVERYBODY'S TRYING TO SHAKE ME DOWN TO GET TO THE SKELETON, BECAUSE I'M THE ONLY LEAD.

BUT IF I RETURN IT, THEY'LL RECONSTRUCT IT... AND PETER AND I WILL HAVE A TRUCKLOAD OF STICKY QUESTIONS TO ANSWER!



!SIGH!

JONAH'S RUN THAT PHOTO FULL-PAGE EVERY DAY THIS WEEK SO FAR--

WAIT A MINUTE--THAT PHOTO CREDIT!

I'M NOT THE ONLY LEAD!

PETER TOOK THIS PICTURE AND EVERYONE KNOWS IT!

AND IF THEY'RE COMING AFTER ME, THEN SOMEONE'S PROBABLY GOING TO COME AFTER PETER, TOO...



"...AND HE DOESN'T HAVE HIS SPIDER-POWERS TO DEFEND HIMSELF!"

--GREAT ROOM SERVICE, HUH, TIGER?

EVERYTHING ALWAYS TASTES BETTER WHEN SOMEONE ELSE COOKED IT FOR YOU.

HUHH?

OH, YEAH, HONEY... SURE DOES.

A LITTLE DISTRACTED, ARE WE?

SORRY, I CAN'T STOP THINKING ABOUT THIS SKELETON PHOTO THING.

IT WASN'T SUPPOSED TO TURN OUT THIS WAY, M.J.

IF I HADN'T TAKEN THAT PICTURE, BEN WOULDN'T BE IN THE SITUATION HE'S IN NOW.

HE'S A WANTED MAN, HUNTED DOWN BY EVERY COP AND EVERY MONEY-GRUBBER AROUND...

...AND HE'S HOLDING OUT, MAINLY BECAUSE HANDING OVER THE SKELETON WOULD BLOW MY SECRET IDENTITY--

HELLO?

BLEEP BLEEP

PARKER! I
WANT YOU DOWN
HERE TODAY...
RIGHT NOW, IN
FACT!

GEE, JONAH,
YOU'RE ALMOST
MAKING ME FEEL
WANTED LATELY.

THAT DECAF
REALLY MAKES
A DIFFERENCE,
HMM?

KEEP CRACKING WISE
AND I'LL JUST GIVE THIS
PLUM ASSIGNMENT TO
SOMEONE ELSE, PARKER.

IT'S EASY
MONEY, BUT
IF YOU DON'T
WANT IT...

SORRY, JONAH...
SOMETIMES MY
SCINTILLATING
WIT WAKES UP
BEFORE I DO.

I'LL BE
THERE IN
HALF AN
HOUR.

SO WHAT AM
I SHOOTING
THIS TIME?

WHAT DO
YOU THINK?
SKELETONS!

I.D. SEEMS FINE... GO RIGHT IN, MR. PARKER.

THANKS.

--NOT GOING TO GO ALONG WITH THIS FOR VERY LONG, JAMESON...



...AND LIKE I TOLD YOU, I STILL THINK THAT SKELETON IS JUST FROM SOME DOOFUS WHO DRESSED UP LIKE SPIDER-MAN, CLIMBED UP THE SMOKE-STACK, AND FELL IN!

THIS CITY IS FULL OF CRAZIES.

AND NOW YOU'VE GOT EVERY ONE OF THOSE CRAZIES DIGGING UP BONES TO COLLECT YOUR REWARD MONEY!

YES, DETECTIVE, BUT--

PARKER! ABOUT TIME...!

GOOD TO SEE YOU, TOO, JONAH.

FIRST, I WANT YOU TO GET SOME SHOTS OF DETECTIVE SERGEANT MASON HERE, AS SHE OVERSEES THIS CRITICAL SCREENING PROCESS.

PARKER, HUH?

THE ONE WHO TOOK THE FAMOUS SKELETON PHOTO, RIGHT?

YOU STILL SURE YOU CAN'T TELL US ANYTHING MORE ABOUT HOW YOU GOT THAT SHOT?



RIGHT PLACE, RIGHT TIME, I GUESS.



I'VE ALREADY TOLD YOUR DEPARTMENT EVERYTHING I KNOW, DETECTIVE.

I'M JUST HERE TO TAKE SOME MORE PRETTY PICTURES!

ALL RIGHT.

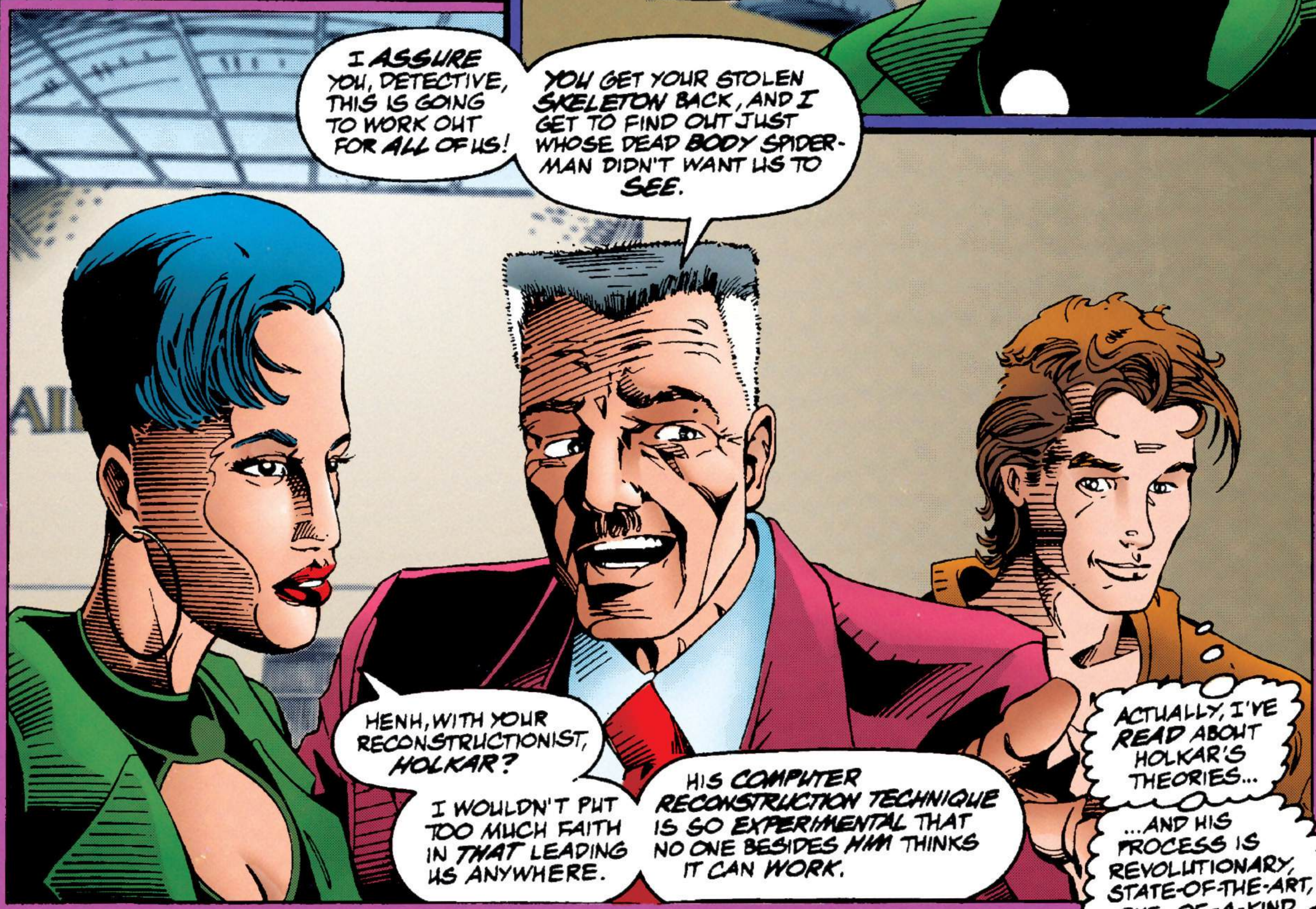
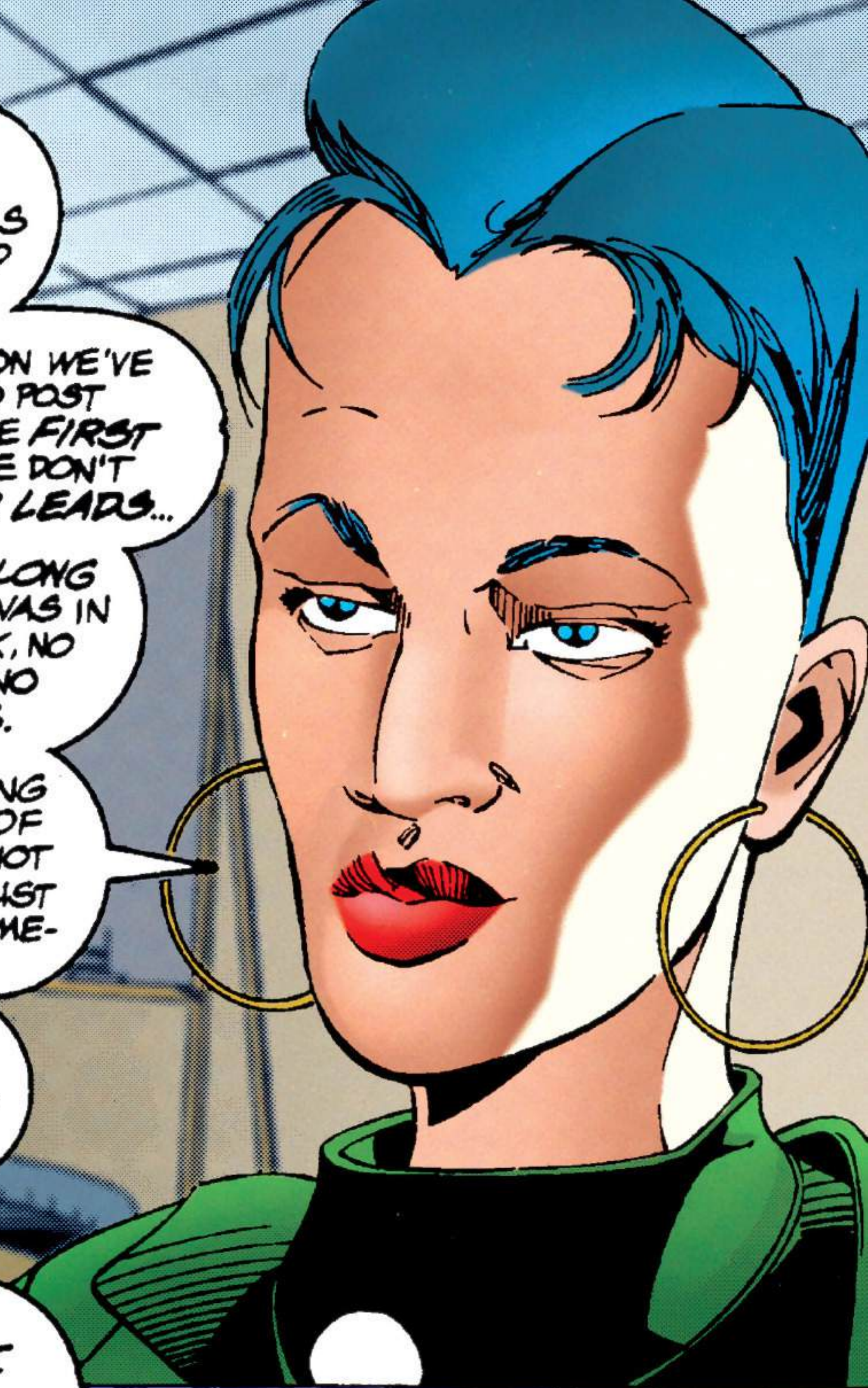
BOTTOM LINE, JAMESON--I'M NOT LETTING THIS MEDIA CIRCUS GO ON INDEFINITELY.

THE ONLY REASON WE'VE ALLOWED YOU TO POST THIS REWARD IN THE FIRST PLACE IS THAT WE DON'T HAVE ANY OTHER LEADS...

...NO IDEA HOW LONG THE SKELETON WAS IN THE SMOKESTACK, NO POSITIVE I.D., NO WITNESSES.

THIS WHOLE THING IS COMING OUT OF YOUR BUDGET, NOT OURS, AND YOU JUST MIGHT TURN SOMETHING UP.

BUT THE SECOND THIS REFLECTS BADLY ON THE NYPD--



I ASSURE YOU, DETECTIVE, THIS IS GOING TO WORK OUT FOR ALL OF US!

YOU GET YOUR STOLEN SKELETON BACK, AND I GET TO FIND OUT JUST WHOSE DEAD BODY SPIDER-MAN DIDN'T WANT US TO SEE.

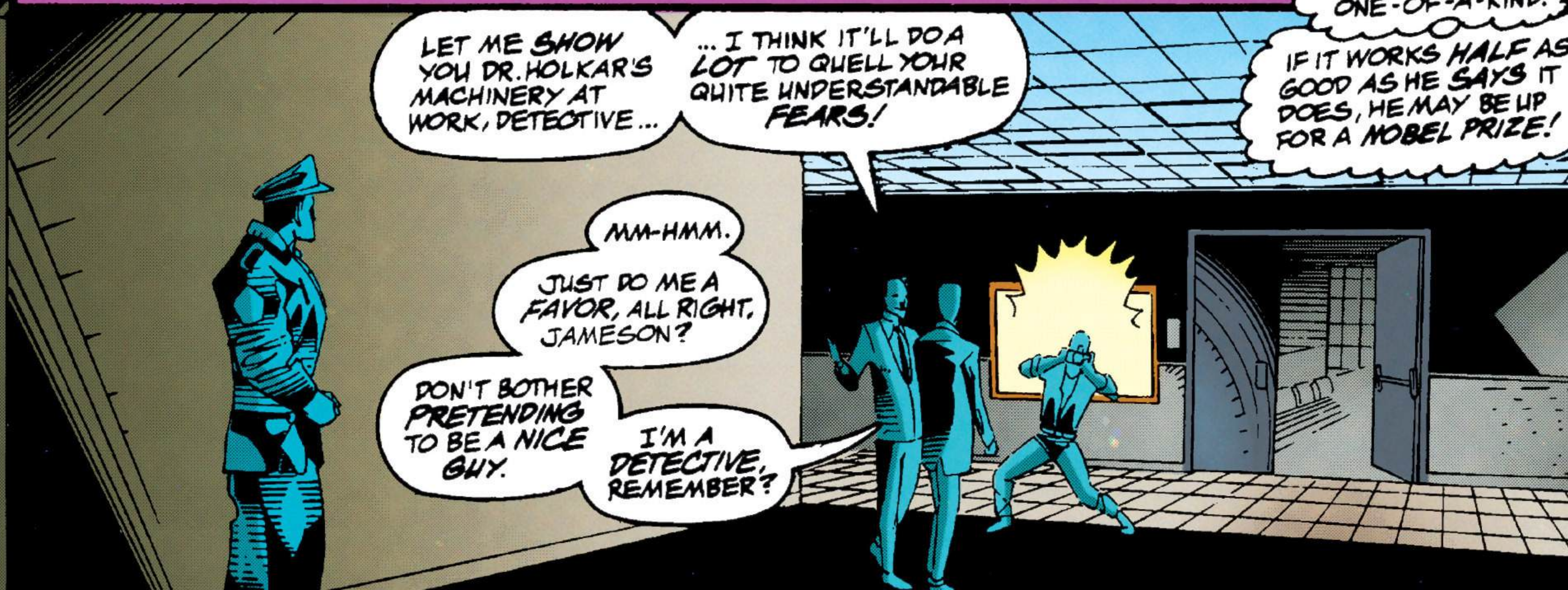
HENH, WITH YOUR RECONSTRUCTIONIST, HOLKAR?

I WOULDN'T PUT TOO MUCH FAITH IN THAT LEADING US ANYWHERE.

HIS COMPUTER RECONSTRUCTION TECHNIQUE IS SO EXPERIMENTAL THAT NO ONE BESIDES HIM THINKS IT CAN WORK.

ACTUALLY, I'VE READ ABOUT HOLKAR'S THEORIES...

...AND HIS PROCESS IS REVOLUTIONARY, STATE-OF-THE-ART, ONE-OF-A-KIND.



LET ME SHOW YOU DR. HOLKAR'S MACHINERY AT WORK, DETECTIVE...

... I THINK IT'LL DO A LOT TO QUELL YOUR QUITE UNDERSTANDABLE FEARS!

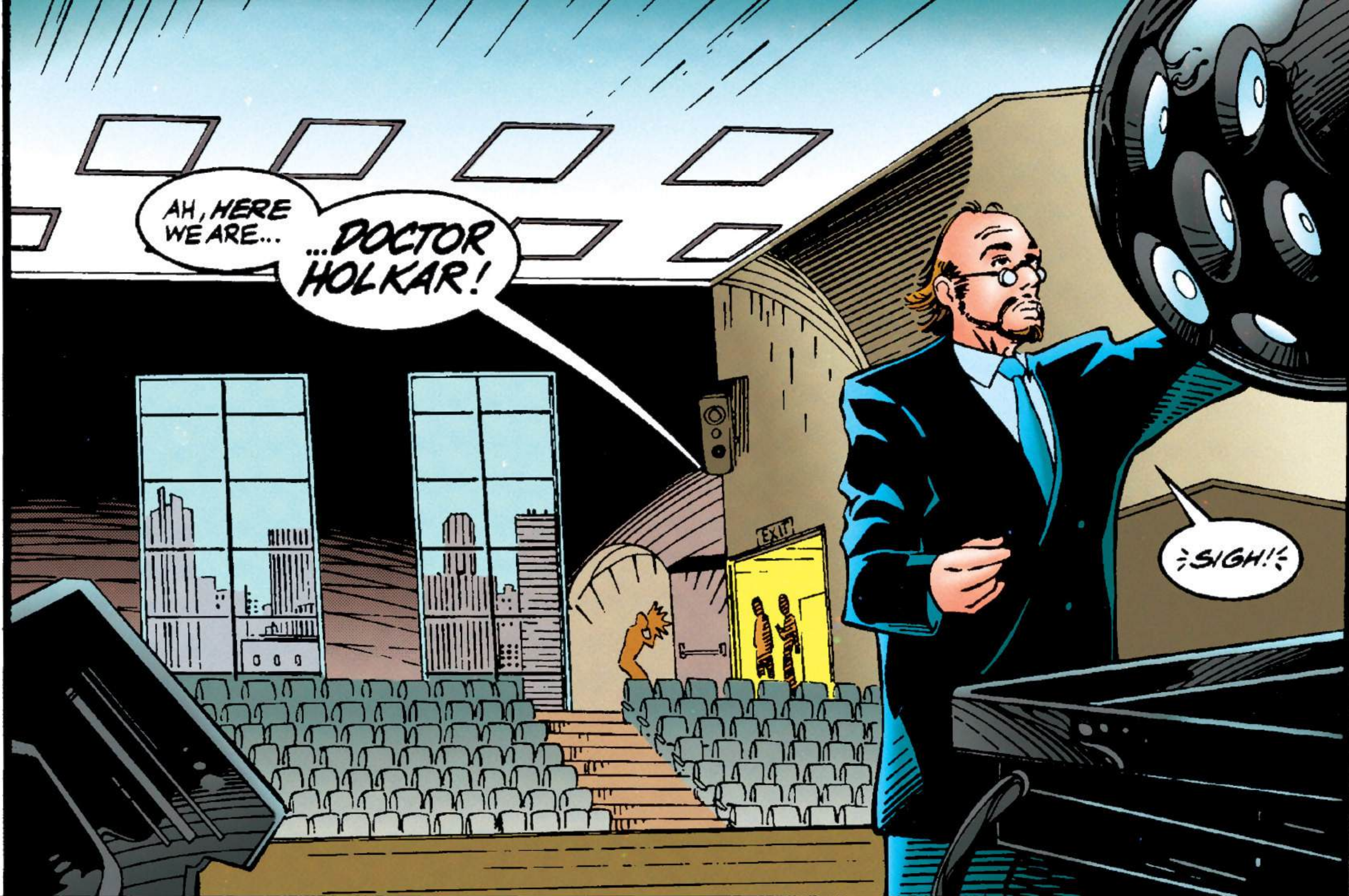
IF IT WORKS HALF AS GOOD AS HE SAYS IT DOES, HE MAY BE UP FOR A NOBEL PRIZE!

MM-HMM.

JUST DO ME A FAVOR, ALL RIGHT, JAMESON?

DON'T BOTHER PRETENDING TO BE A NICE GUY.

I'M A DETECTIVE, REMEMBER?



AH, HERE WE ARE...

...DOCTOR HOLKAR!

SIGH!



DOCTOR, I'D LIKE TO ARRANGE A LITTLE DEMONSTRATION FOR MY FRIEND HERE, IF POSSIBLE.

I SEE.



AND THE PURPOSE OF THIS DEMONSTRATION IS...?

TO SEE IF I PULL THE PLUG ON THIS LITTLE CIRCUS RIGHT NOW, DOC.

SEE, I CAN'T ALLOW YOU AND JONAH HERE TO MAKE A MOCKERY OF POLICE FORENSICS, AND--

MOCKERY?!

I REALIZE IT MAY BE BEYOND SOME FEEBLE INTELLECTS TO COMPREHEND EXACTLY WHAT I'VE ACCOMPLISHED WITH THIS PROCESS, BUT--

BUT WE NEED A DEMONSTRATION.

NOW.

OR IT'S OVER.

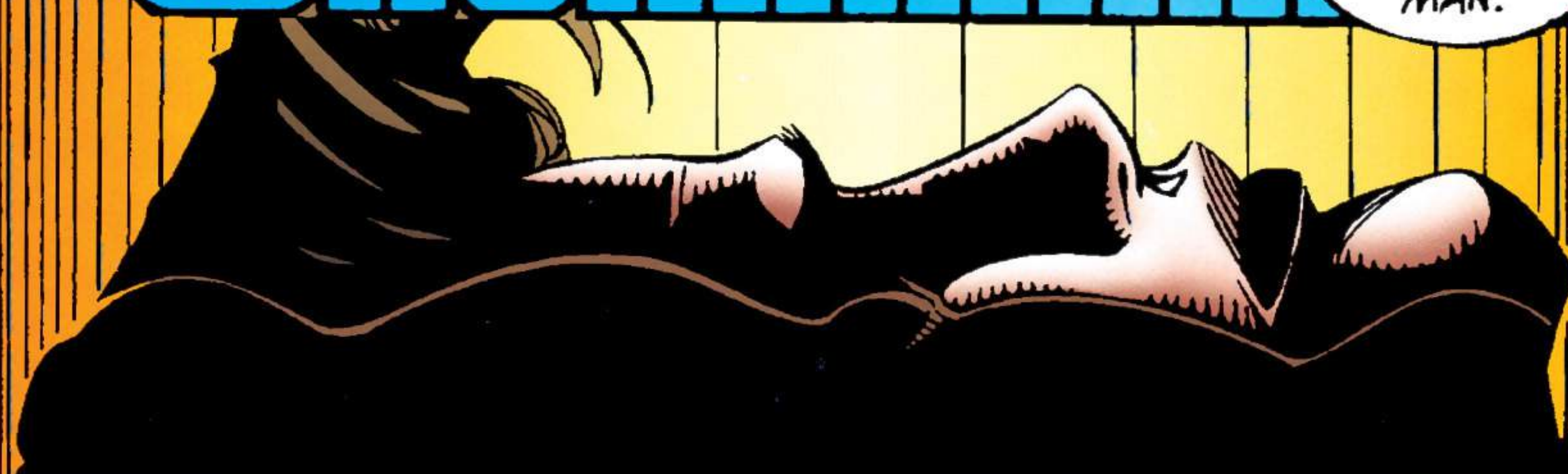
NO PROBLEM, RIGHT, DR. HOLKAR?

MURMM... FINE.



WHUMMMMM

CLOSE
YOUR EYES,
YOUNG
MAN.



THE SCANNING
PROCESS TAKES MERE
MOMENTS, AND DOES
NOT AFFECT THE SUBJECT
ANY MORE THAN A STANDARD
X-RAY WOULD.

WHUMM



THAT'S IT.
YOU CAN
GET UP
NOW.

TH-THANKS...



THERE'S
THE SCAN.

FIRST WE'LL STRIP
OFF THE FLESH AND
MUSCLE, LEAVING
JUST THE SKULL.





I'VE JUST PURGED
THE FLESH AND MUSCLE
DATA. AS FAR AS THE
COMPUTER IS CONCERNED,
THE SKULL IS ALL THAT
EXISTS.



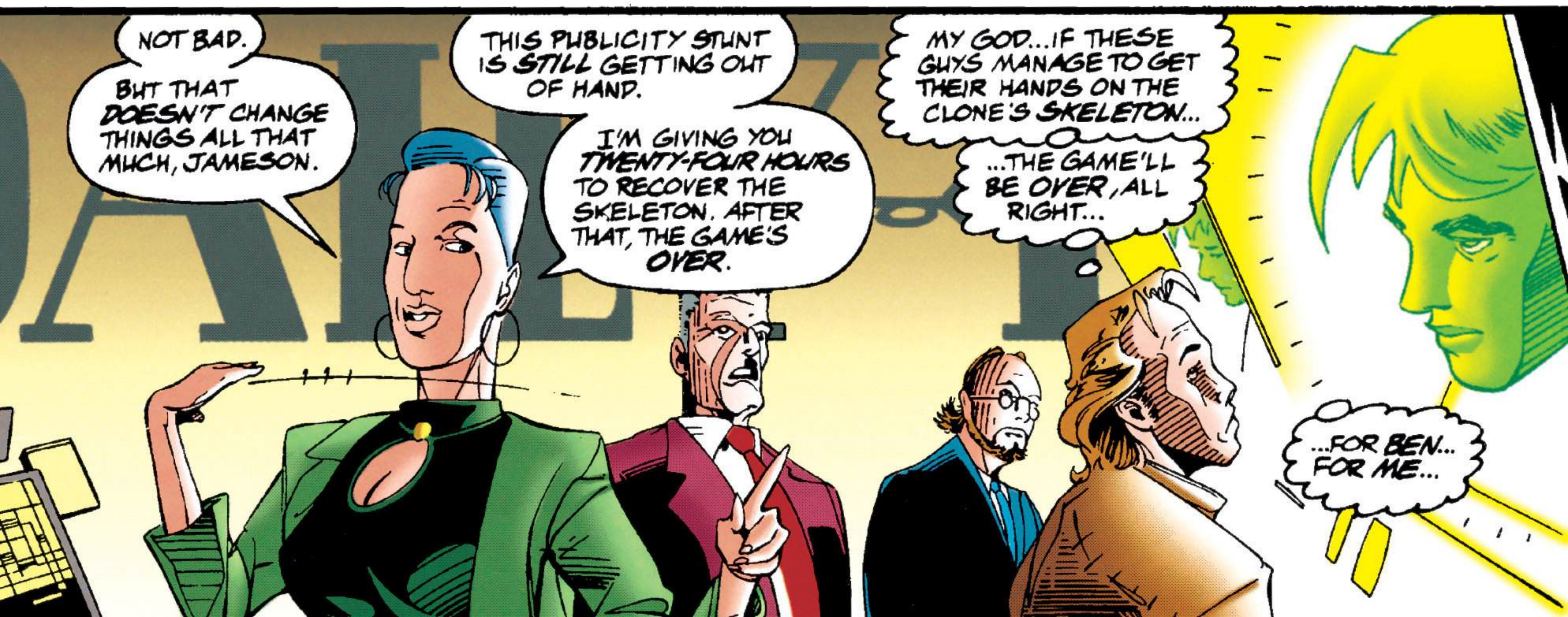
NOW TO ACTIVATE THE
RECONSTRUCTION PROGRAM,
WHICH WILL RECONSTRUCT
THE SKULL WITH NO ADDITIONAL
DATA FROM ME, APART FROM
THE HAIR COLOR...

TEK



...AND
THERE
YOU
ARE.

WHOA.



NOT BAD.

BUT THAT
DOESN'T CHANGE
THINGS ALL THAT
MUCH, JAMESON.

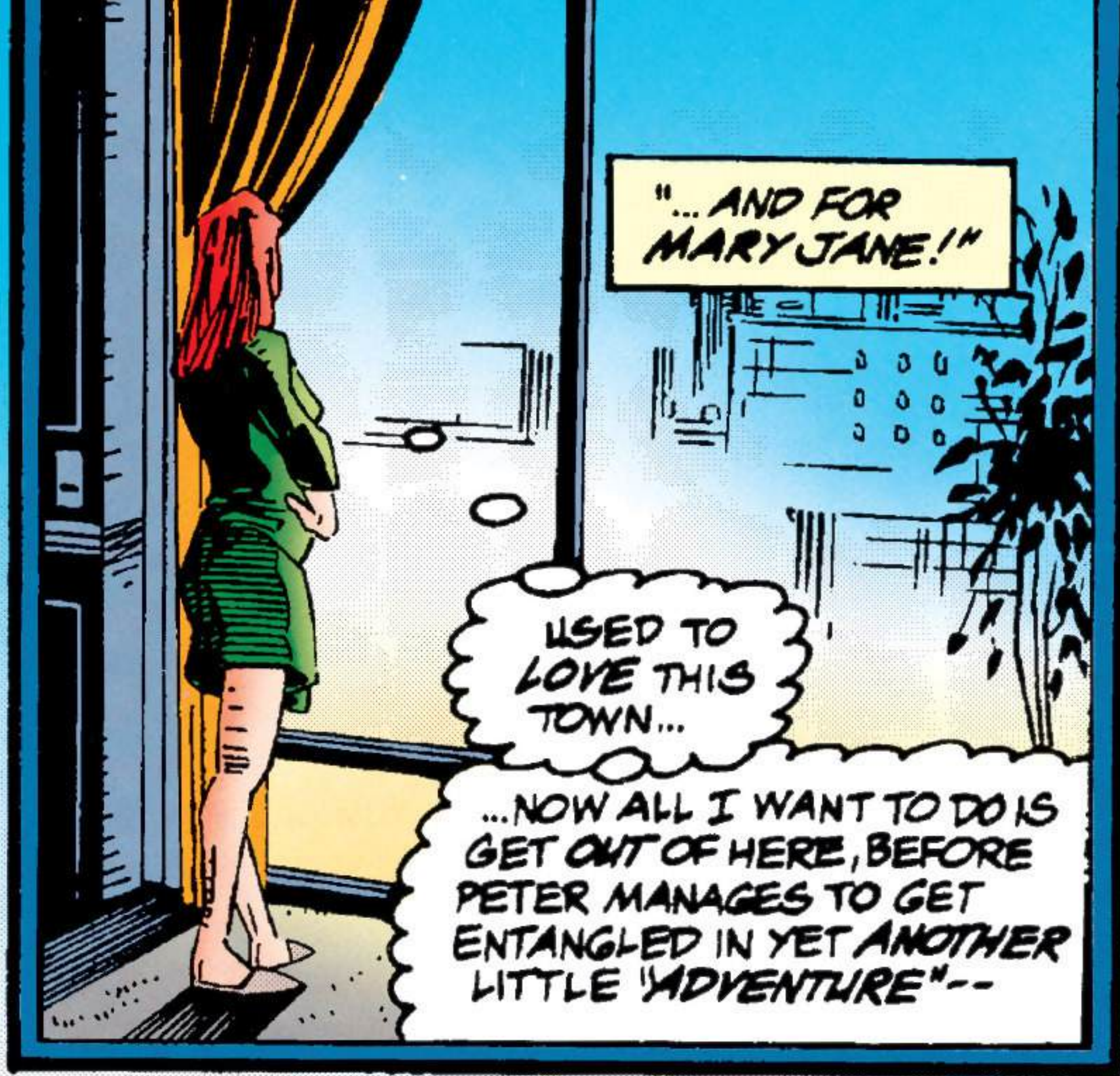
THIS PUBLICITY STUNT
IS STILL GETTING OUT
OF HAND.

I'M GIVING YOU
TWENTY-FOUR HOURS
TO RECOVER THE
SKELETON. AFTER
THAT, THE GAME'S
OVER.

MY GOD...IF THESE
GUYS MANAGE TO GET
THEIR HANDS ON THE
CLONE'S SKELETON...

...THE GAME'LL
BE OVER, ALL
RIGHT...

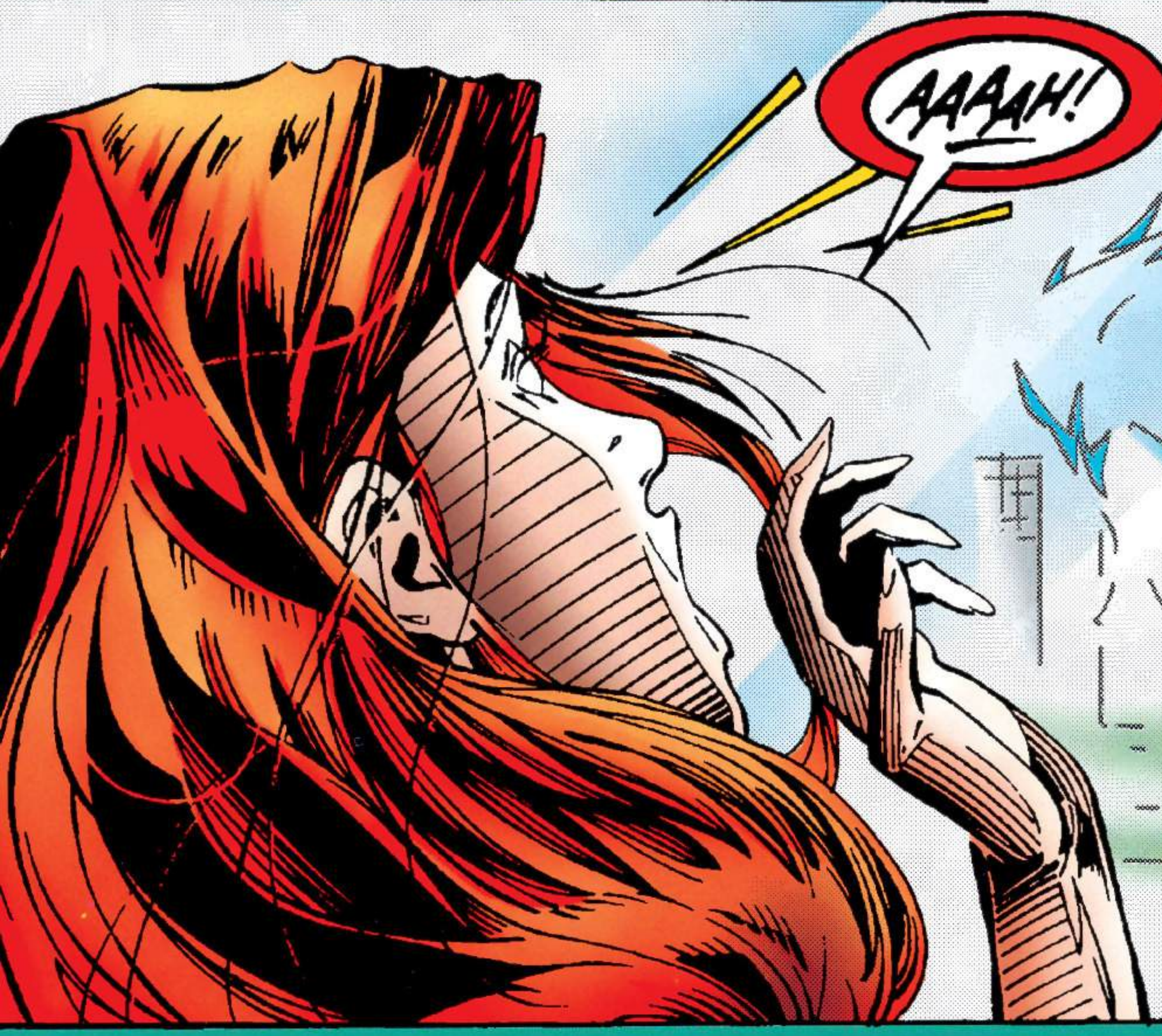
...FOR BEN...
FOR ME...



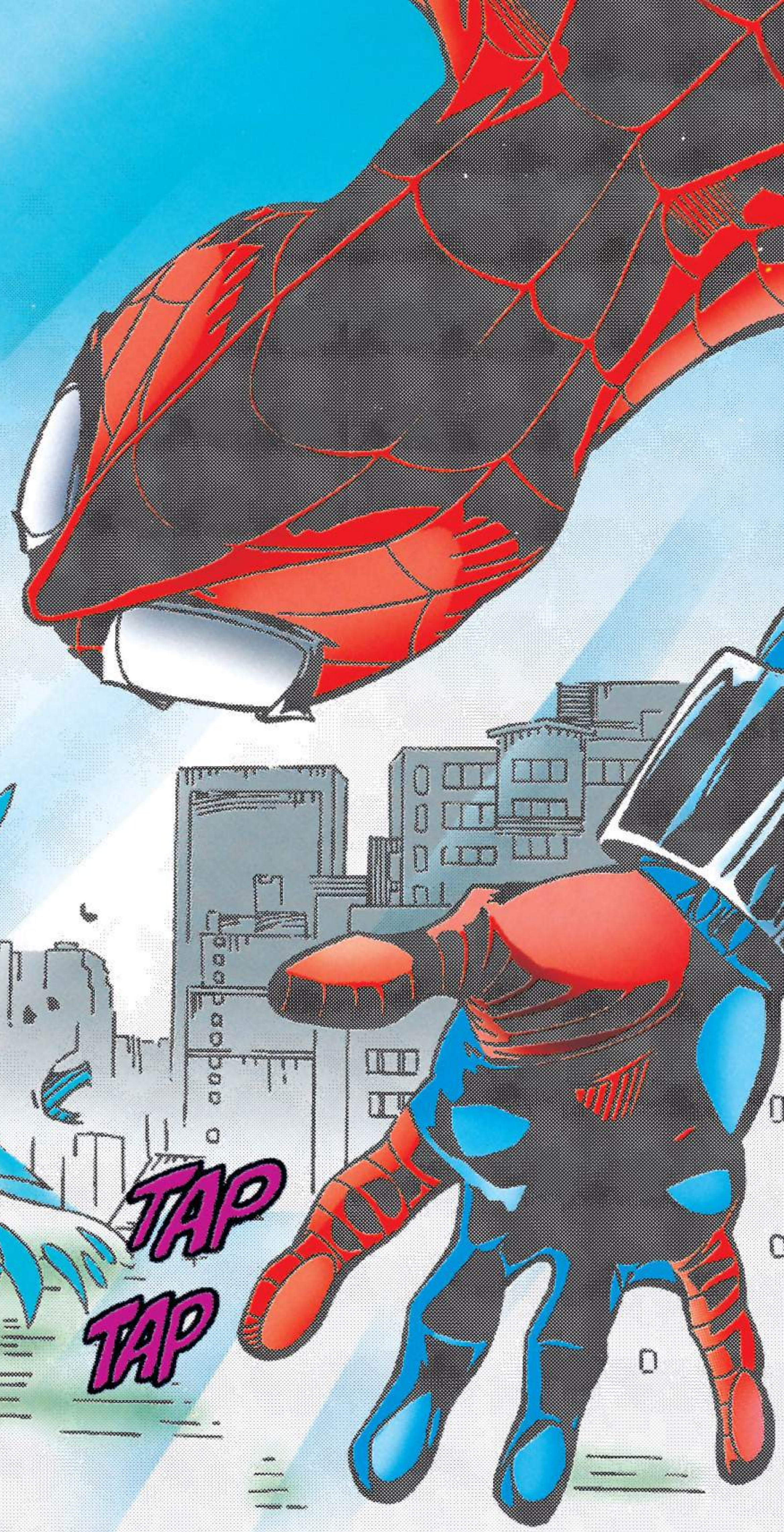
"... AND FOR MARY JANE!"

USED TO LOVE THIS TOWN...

...NOW ALL I WANT TO DO IS GET OUT OF HERE, BEFORE PETER MANAGES TO GET ENTANGLED IN YET ANOTHER LITTLE 'ADVENTURE'--



AAAAH!



TAP
TAP



GEEZ! SCARED THE HECK OUT OF ME, BEN!

THESE WINDOWS DON'T OPEN...

...GO AROUND TO THE TERRACE.

GOT IT.

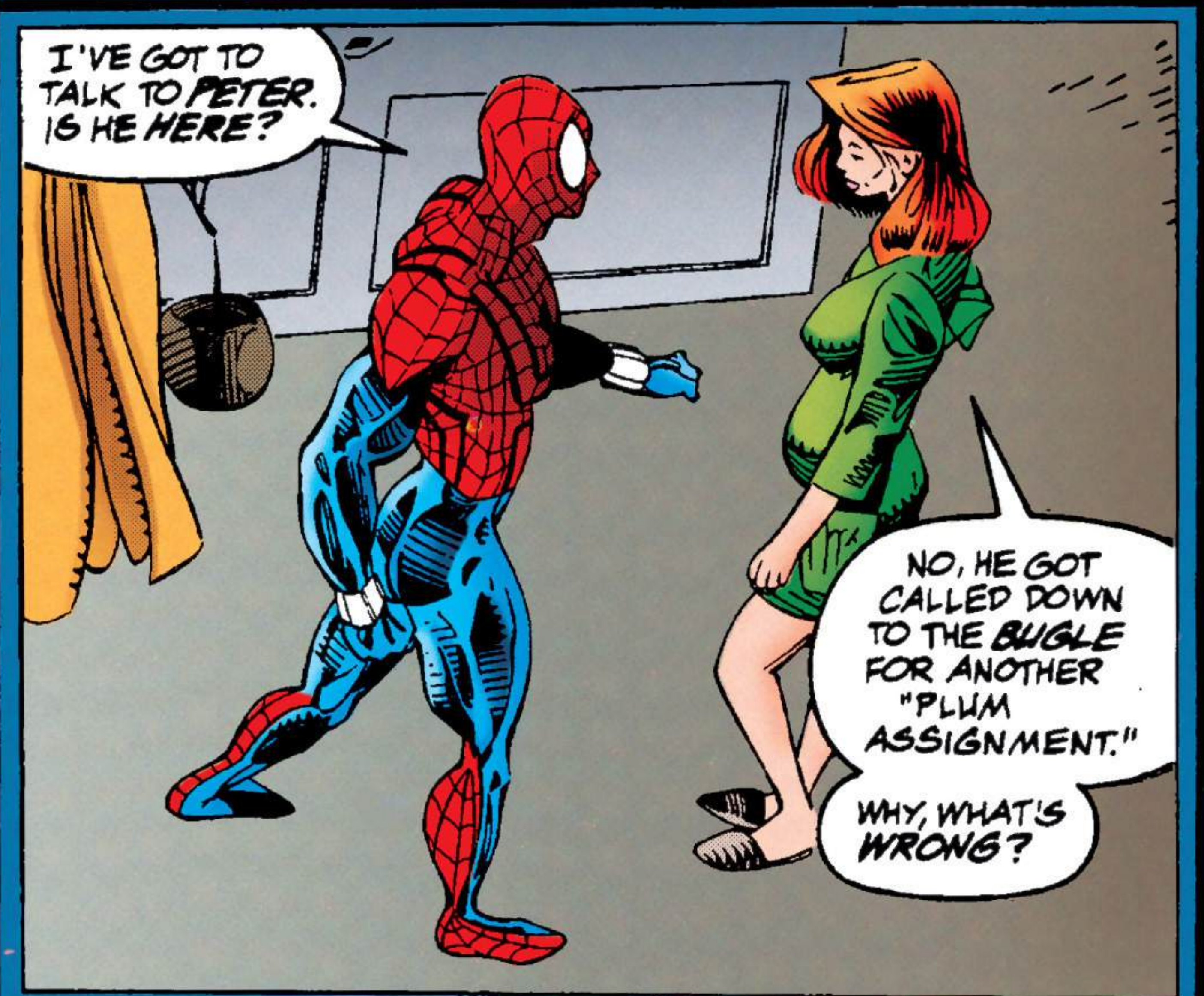


SORRY TO POP IN ON YOU LIKE THIS, MJ.

I TRIED CALLING, BUT THERE WAS NO ANSWER--

I WAS IN THE SHOWER.

SO WHAT'S THE EMERGENCY THIS TIME?



I'VE GOT TO TALK TO PETER. IS HE HERE?

NO, HE GOT CALLED DOWN TO THE BUGLE FOR ANOTHER "PLUM ASSIGNMENT."

WHY, WHAT'S WRONG?



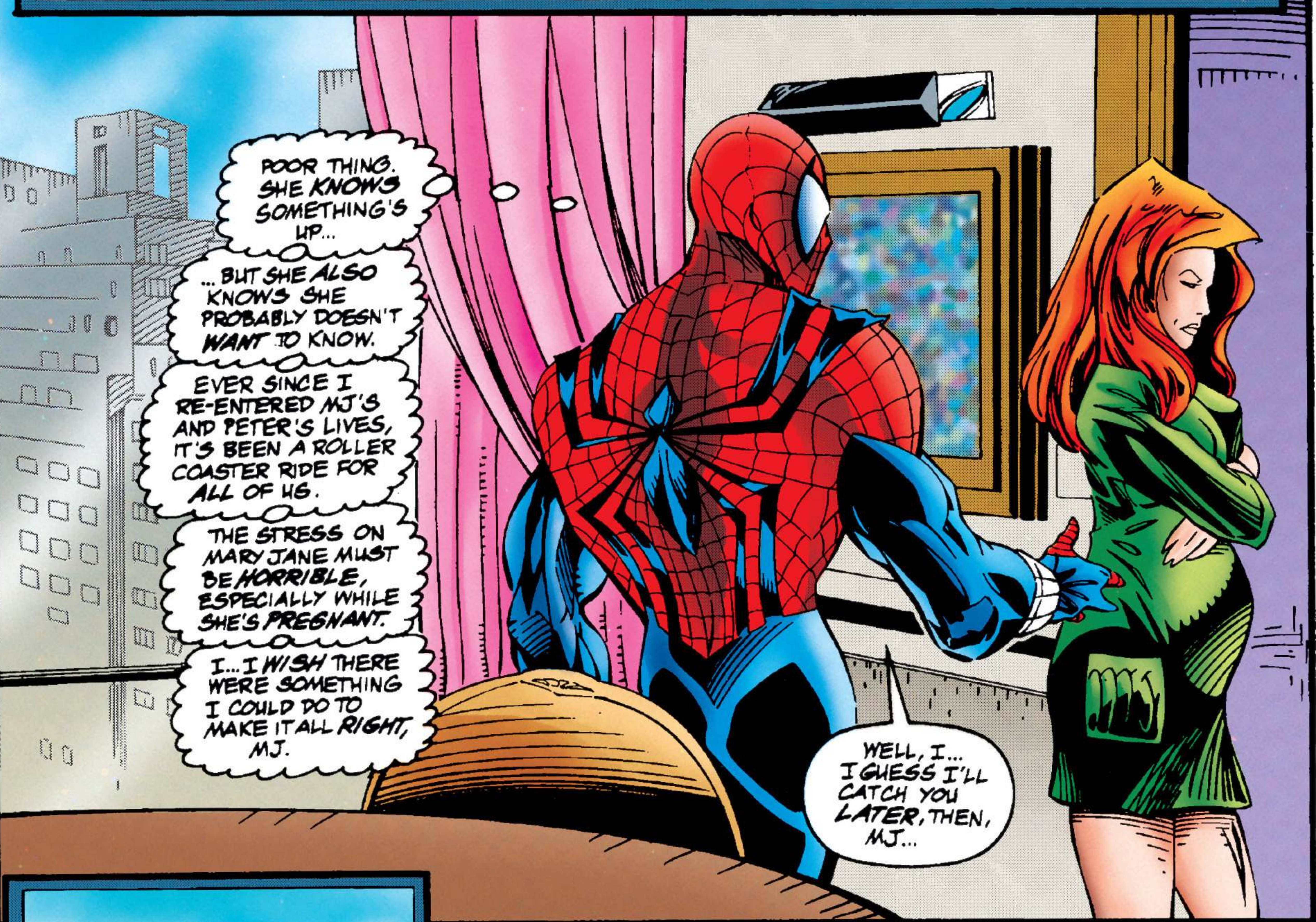
NO NEED TO WORRY HER... SHE'S ALREADY BEEN THROUGH SO MUCH.

I, UH... I JUST WANTED TO ASK HIM A QUESTION ABOUT THAT STUPID SKELETON THING.

NO BIGGIE.

FINE, DON'T TELL ME WHAT'S REALLY GOING ON.

WELL, YOU'LL FIND HIM AT THE BUGLE.



POOR THING. SHE KNOWS SOMETHING'S UP...

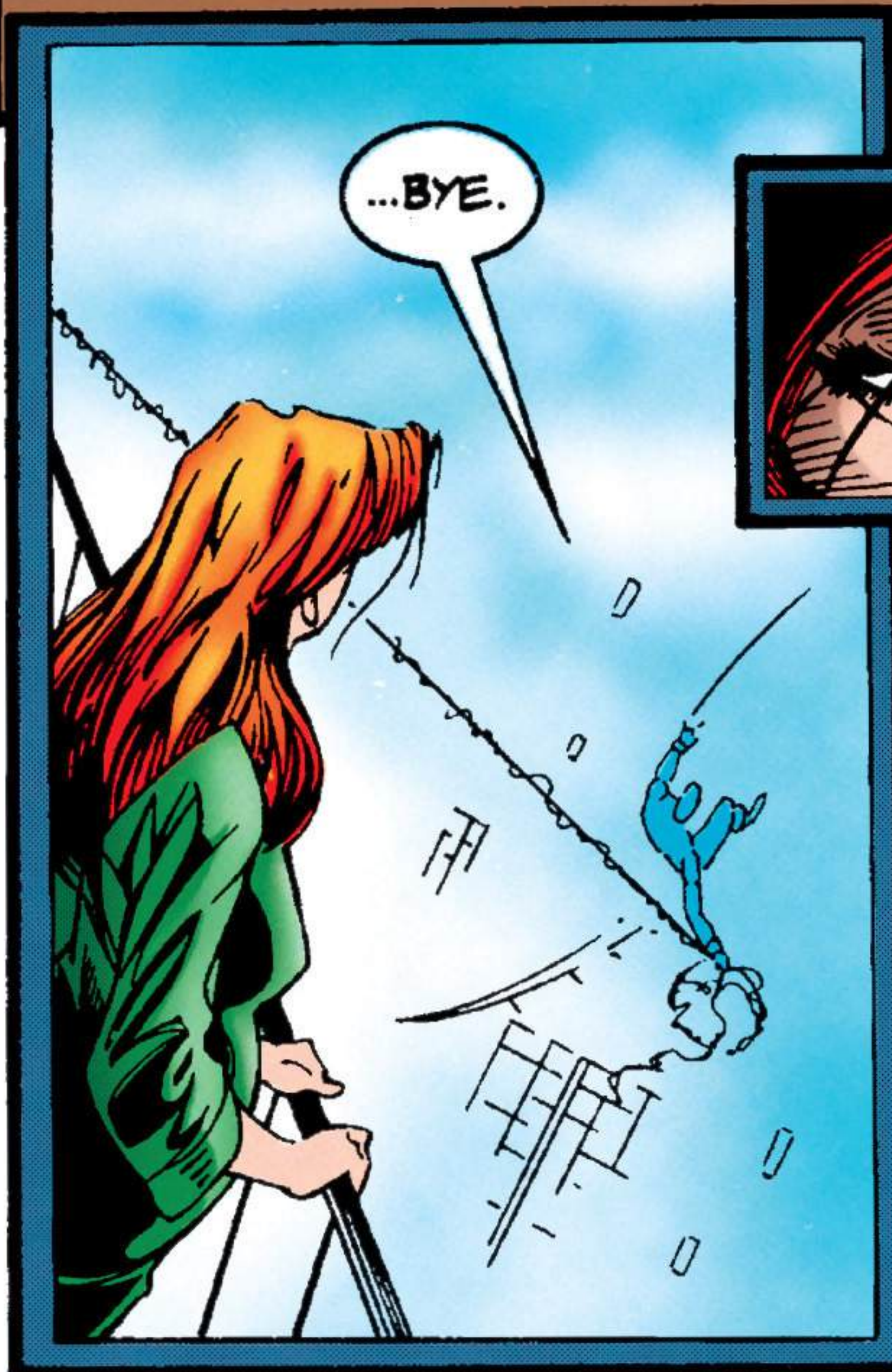
...BUT SHE ALSO KNOWS SHE PROBABLY DOESN'T WANT TO KNOW.

EVER SINCE I RE-ENTERED MJ'S AND PETER'S LIVES, IT'S BEEN A ROLLER COASTER RIDE FOR ALL OF US.

THE STRESS ON MARY JANE MUST BE HORRIBLE, ESPECIALLY WHILE SHE'S PREGNANT.

I... I WISH THERE WERE SOMETHING I COULD DO TO MAKE IT ALL RIGHT, MJ.

WELL, I... I GUESS I'LL CATCH YOU LATER, THEN, MJ...



...BYE.



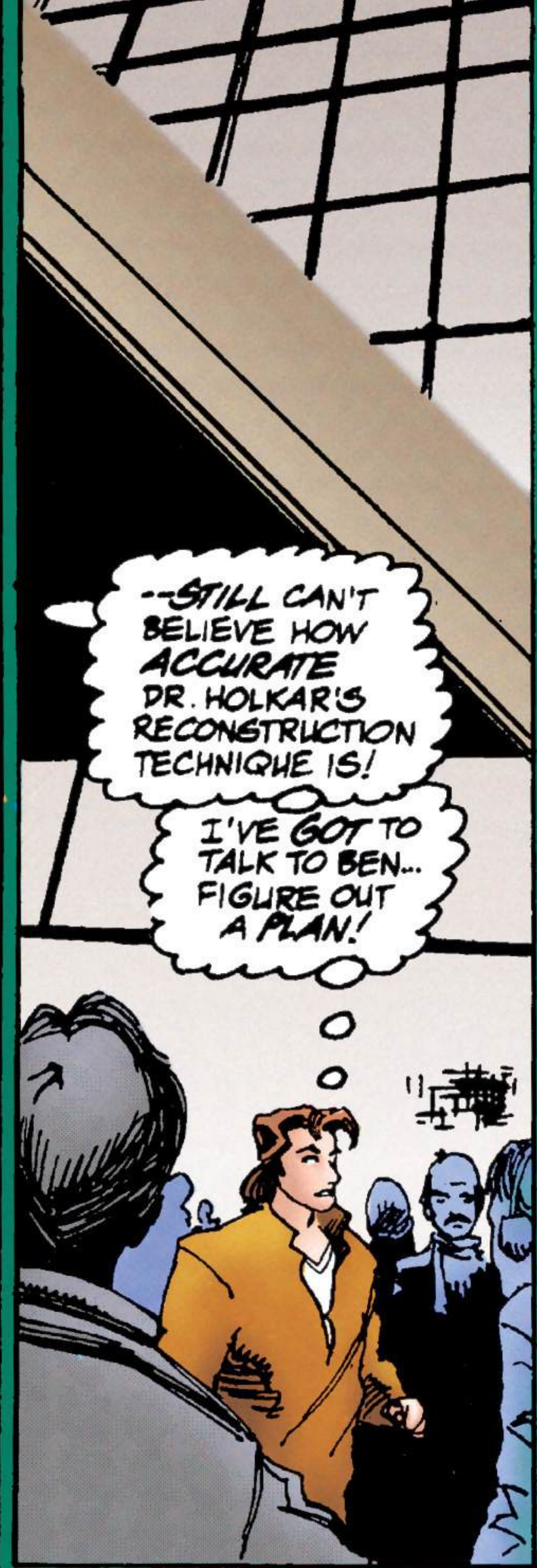
WE'VE GOT TO GET OUT OF HERE, PETER.



TWIP

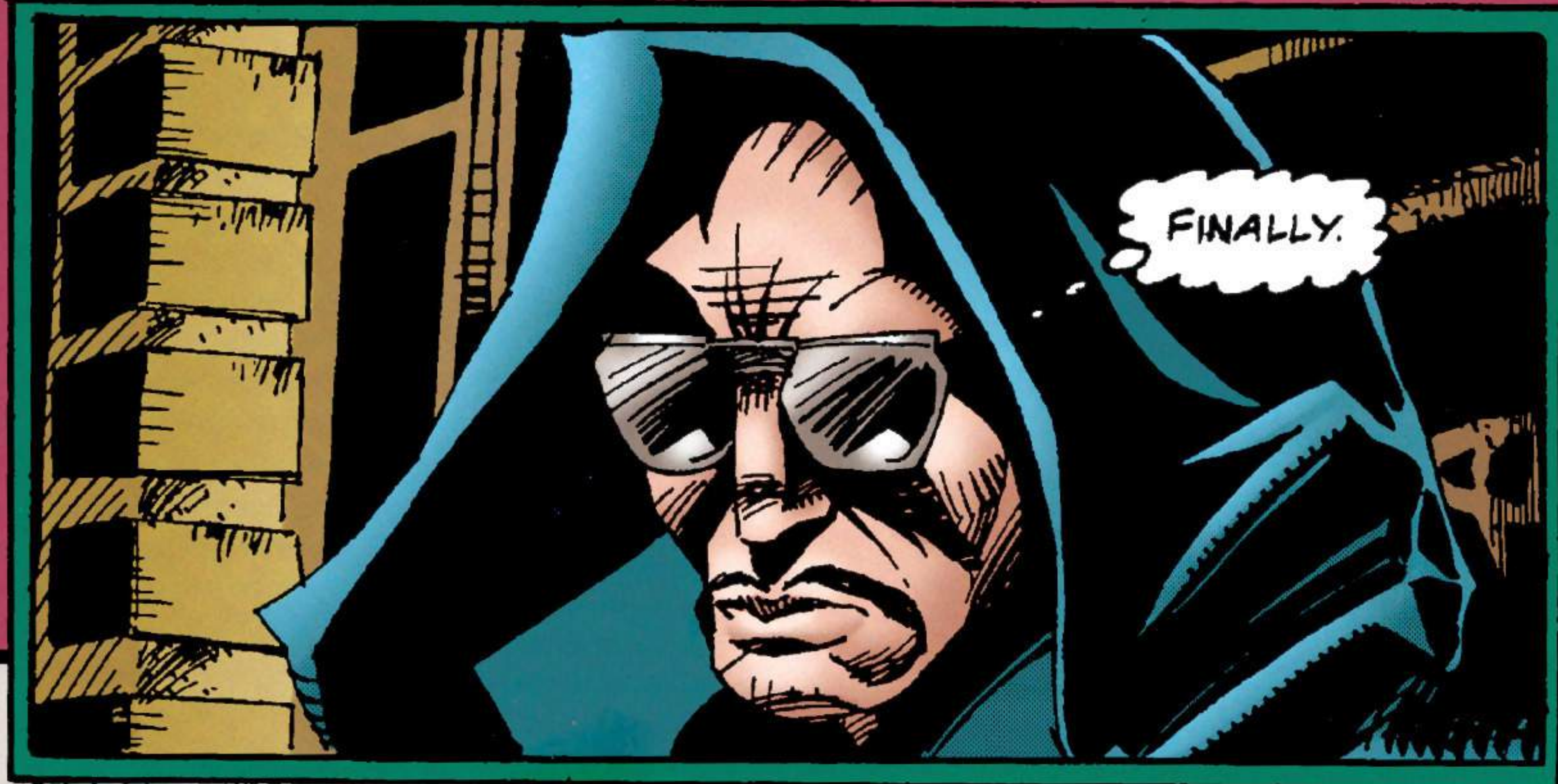
ROGUE THREE REPORTING... HE'S MOVING AGAIN, DOWNTOWN AND EASTWARD.

ROGER. ROGUE TWO MOVING INTO POSITION...

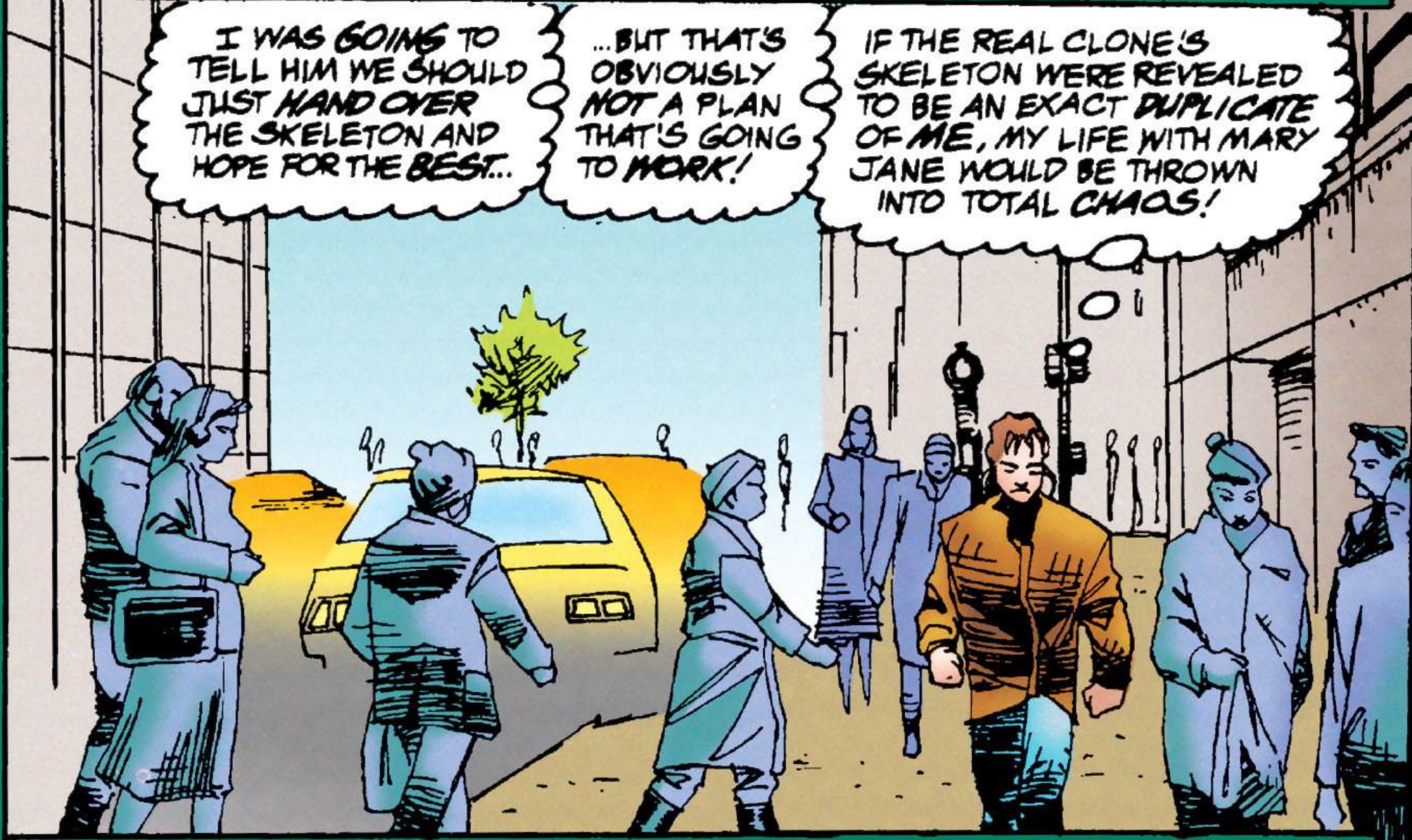


--STILL CAN'T BELIEVE HOW ACCURATE DR. HOLKAR'S RECONSTRUCTION TECHNIQUE IS!

I'VE GOT TO TALK TO BEN... FIGURE OUT A PLAN!



FINALLY.



I WAS GOING TO TELL HIM WE SHOULD JUST HAND OVER THE SKELETON AND HOPE FOR THE BEST...

...BUT THAT'S OBVIOUSLY NOT A PLAN THAT'S GOING TO WORK!

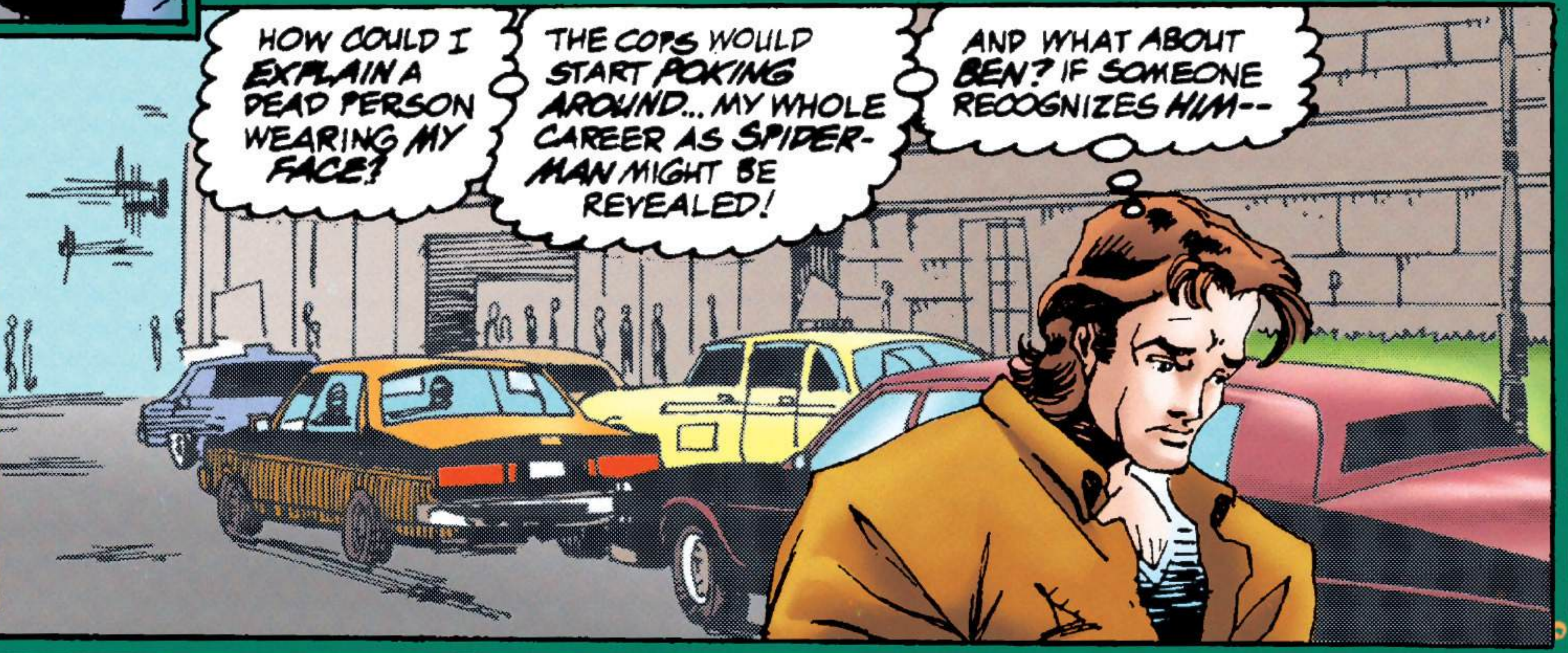
IF THE REAL CLONE'S SKELETON WERE REVEALED TO BE AN EXACT DUPLICATE OF ME, MY LIFE WITH MARY JANE WOULD BE THROWN INTO TOTAL CHAOS!



HOW COULD I EXPLAIN A DEAD PERSON WEARING MY FACE?

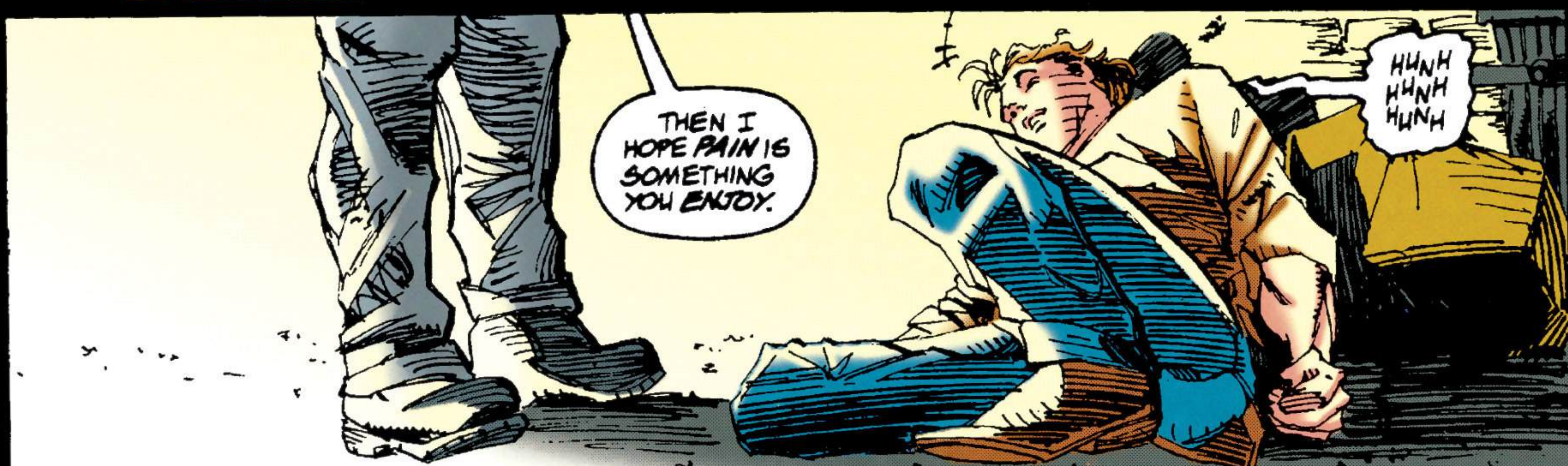
THE COPS WOULD START POKING AROUND... MY WHOLE CAREER AS SPIDER-MAN MIGHT BE REVEALED!

AND WHAT ABOUT BEN? IF SOMEONE RECOGNIZES HIM--



WH--

AAAAA!





HMM.

I COULD BE **WRONG**, BUT YOU DON'T SEEM TO BE ENJOYING THIS.

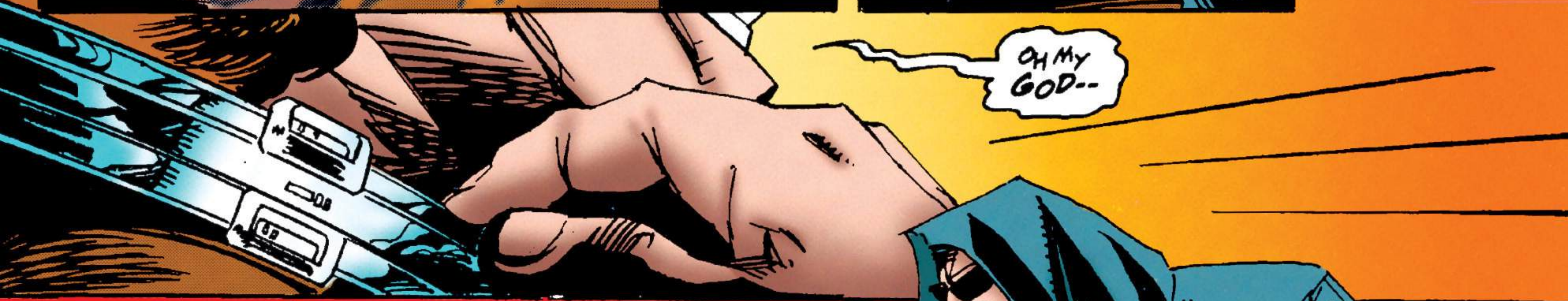
WHAT CAN I DO TO MAKE IT MORE INTERESTING FOR YOU...?

HUNNNH

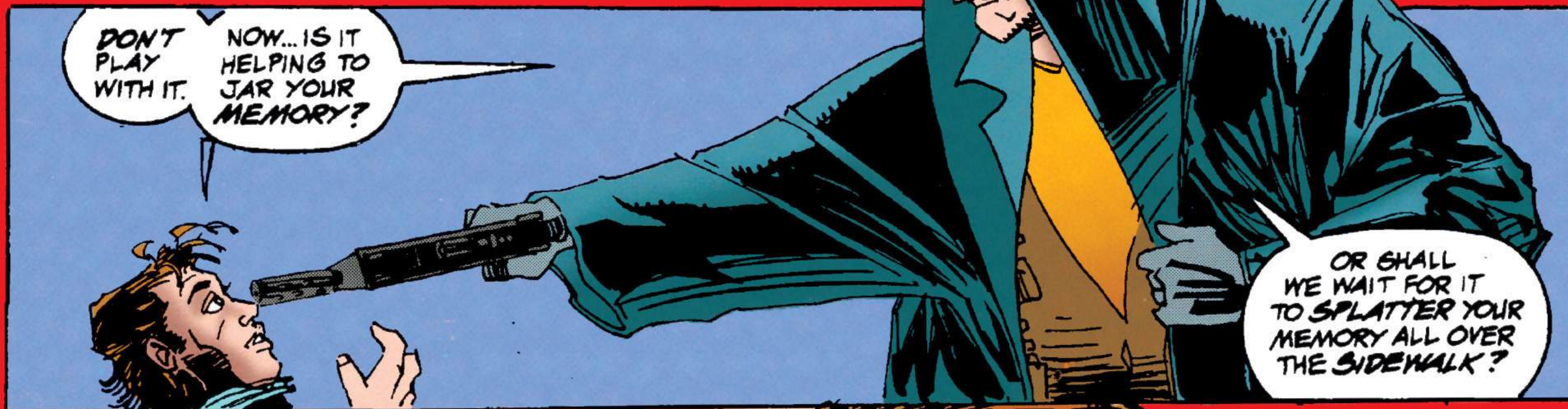


WHA--
WHAT'S THAT?

INCENTIVE.
PLASTIC EXPLOSIVE RIGGED TO DETONATE IN EXACTLY ONE HOUR...
...OR WHEN I PUSH THE BUTTON ON THE REMOTE CONTROL I'VE GOT IN MY ROCKET.



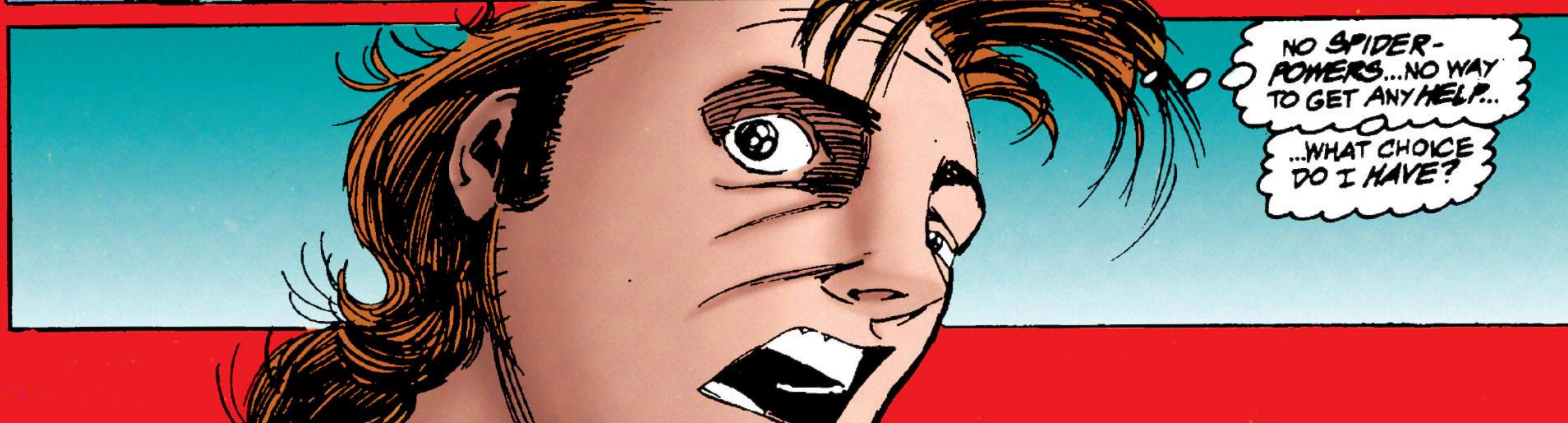
OH MY GOD--



DON'T PLAY WITH IT.

NOW...IS IT HELPING TO JAR YOUR MEMORY?

OR SHALL WE WAIT FOR IT TO SPLATTER YOUR MEMORY ALL OVER THE SIDEWALK?



NO SPIDER-POWERS...NO WAY TO GET ANY HELP...
...WHAT CHOICE DO I HAVE?

HOWEVER,
HIGH ABOVE...

NOT CRAZY ABOUT
THE IDEA OF ENTERING
THE BUGLE BUILDING,
IN OR OUT OF MY
SPIDEY COSTUME.

I'LL HAVE TO
WAIT OUT FRONT
AND I HOPE I
SEE PETER--

WHOA-- SPIDER-SENSE
WHEN I GET TOO CLOSE!

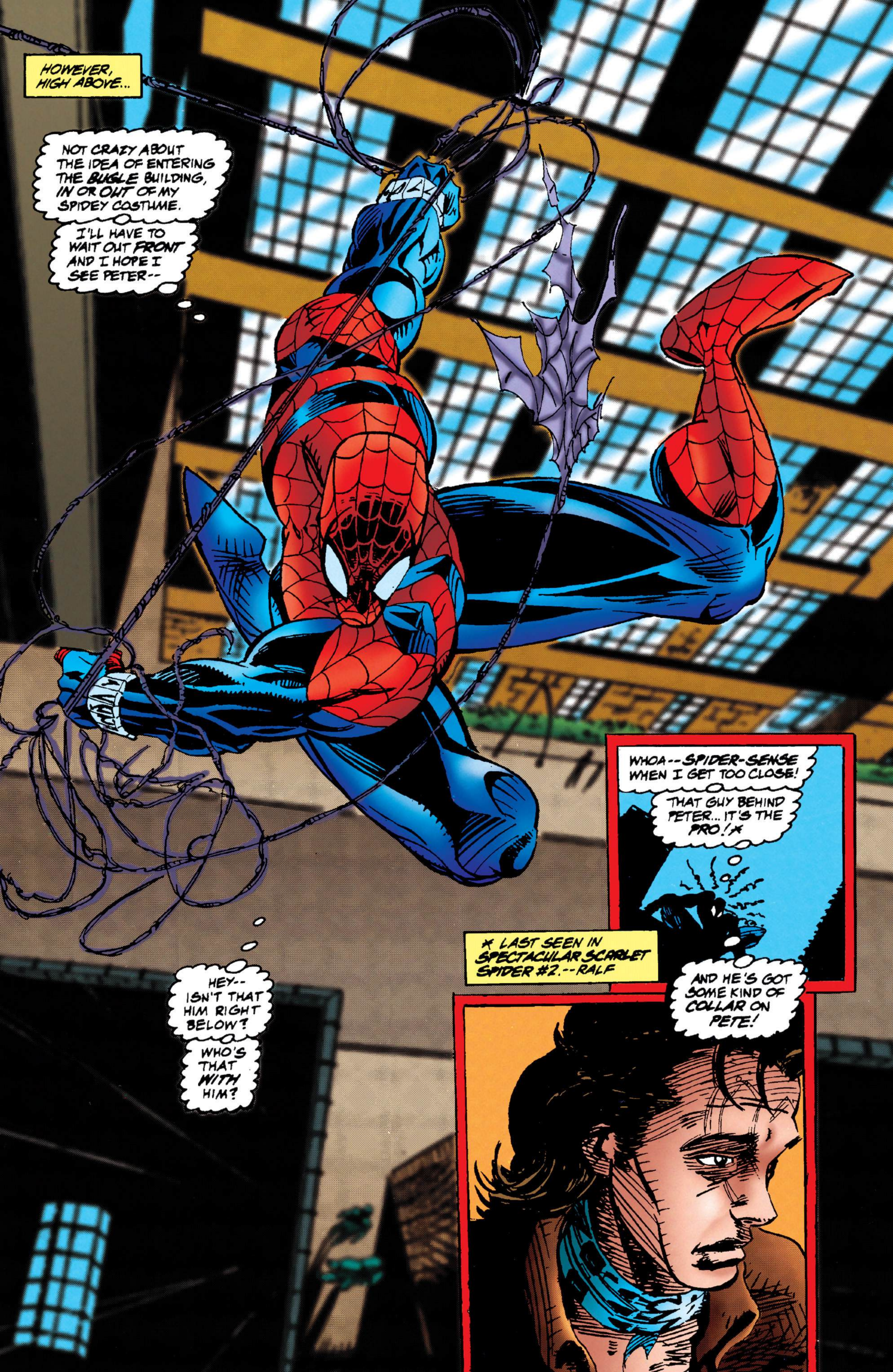
THAT GUY BEHIND
PETER... IT'S THE
PRO! X

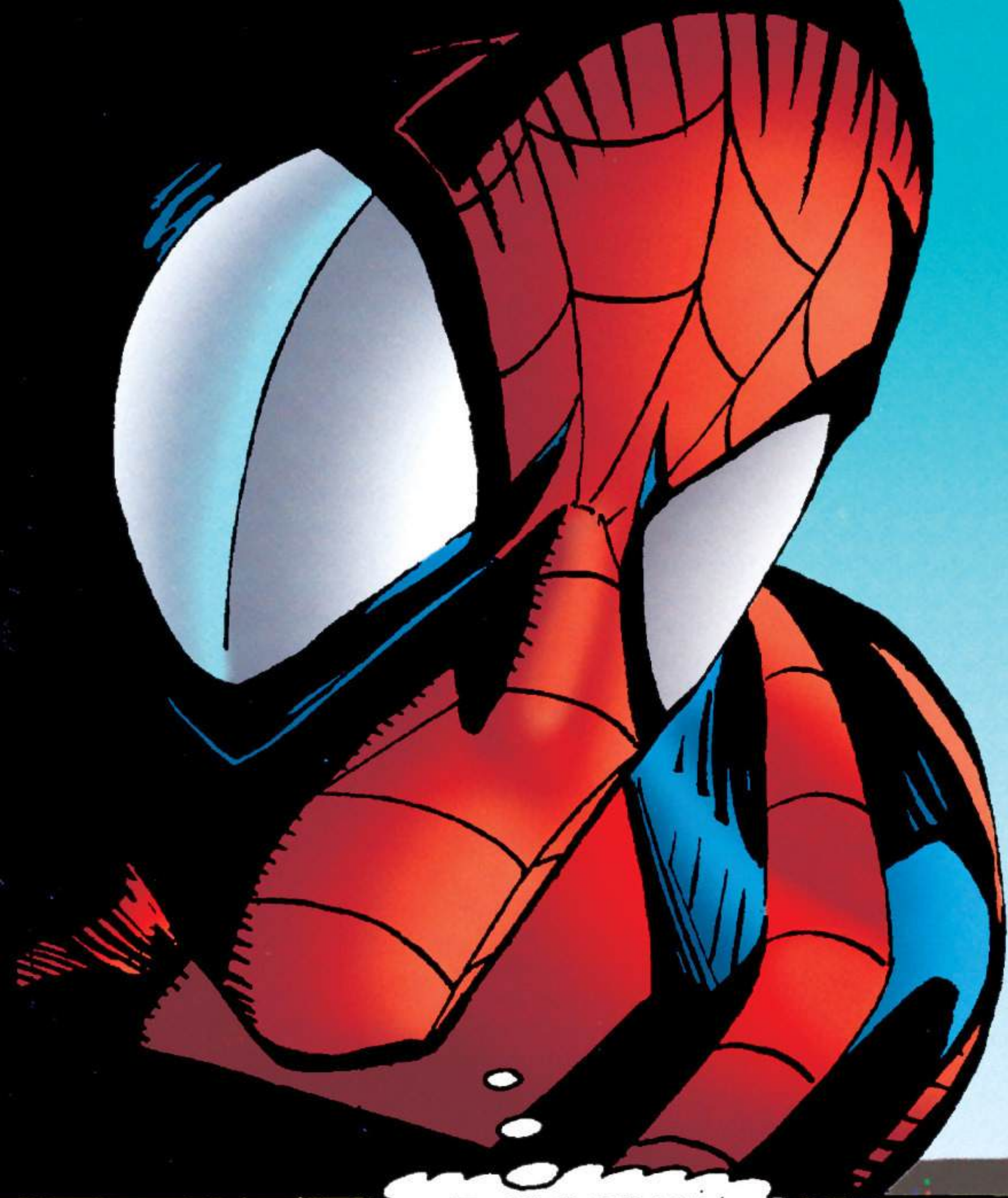
X LAST SEEN IN
SPECTACULAR SCARLET
SPIDER #2.--RALF

AND HE'S GOT
SOME KIND OF
COLLAR ON
PETE!

HEY--
ISN'T THAT
HIM RIGHT
BELOW?

WHO'S
THAT
WITH
HIM?





IT'S OBVIOUSLY SOME
KIND OF BOMB--MY SPIDER-
SENSE WOULDN'T BUZZ SO
STRONGLY IF THE PRO
JUST HAD A GUN TRAINED
ON PETER!

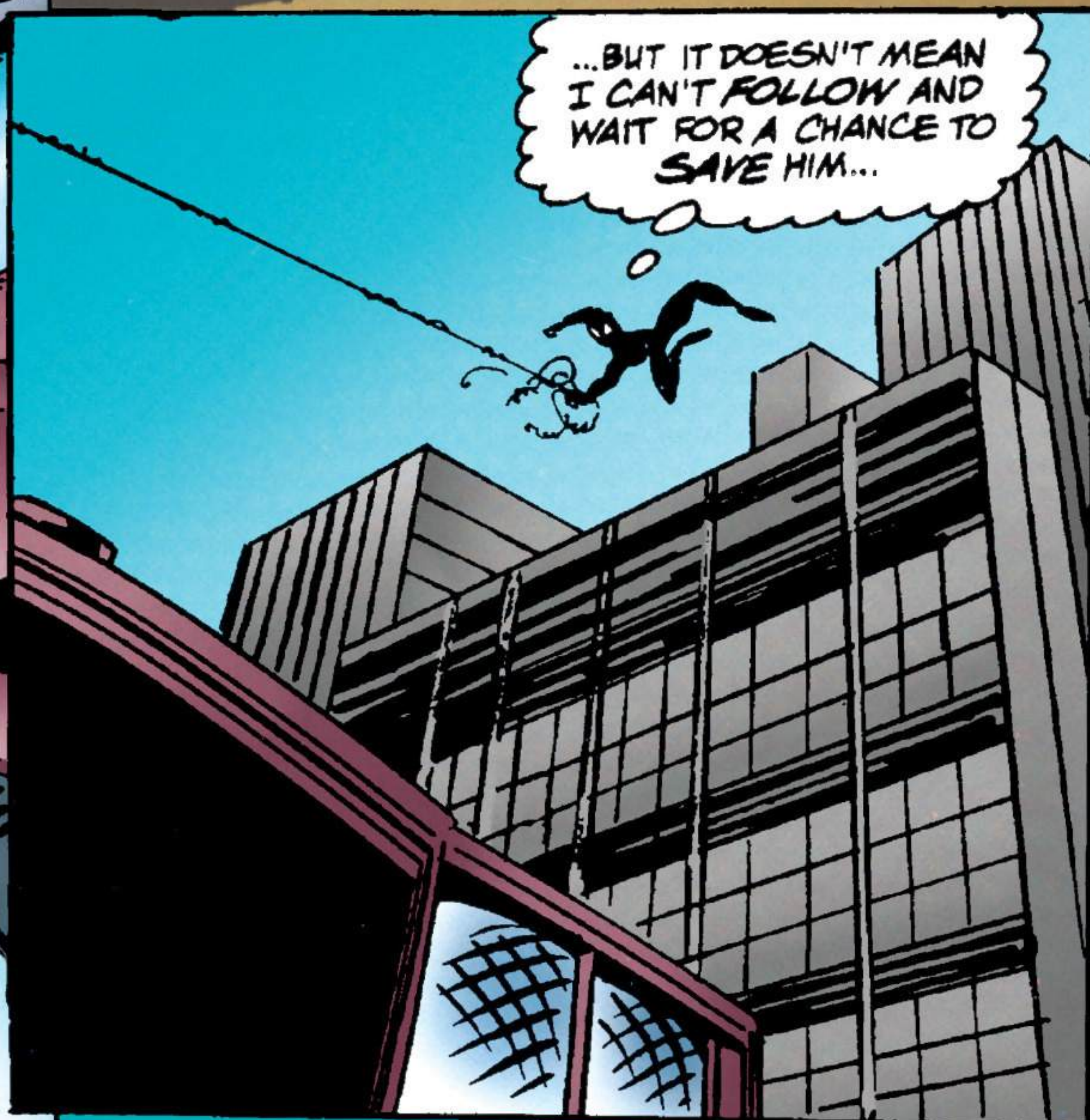
I CAN'T RISK
GETTING TOO
CLOSE... MIGHT
PANIC THE
MERC.

HE'S GOT TO BE TRYING
TO FORCE PETER TO LEAD
HIM TO THE SKELETON...
AND WITHOUT HIS POWERS,
PETER WON'T BE ABLE TO
DO MUCH ELSE!

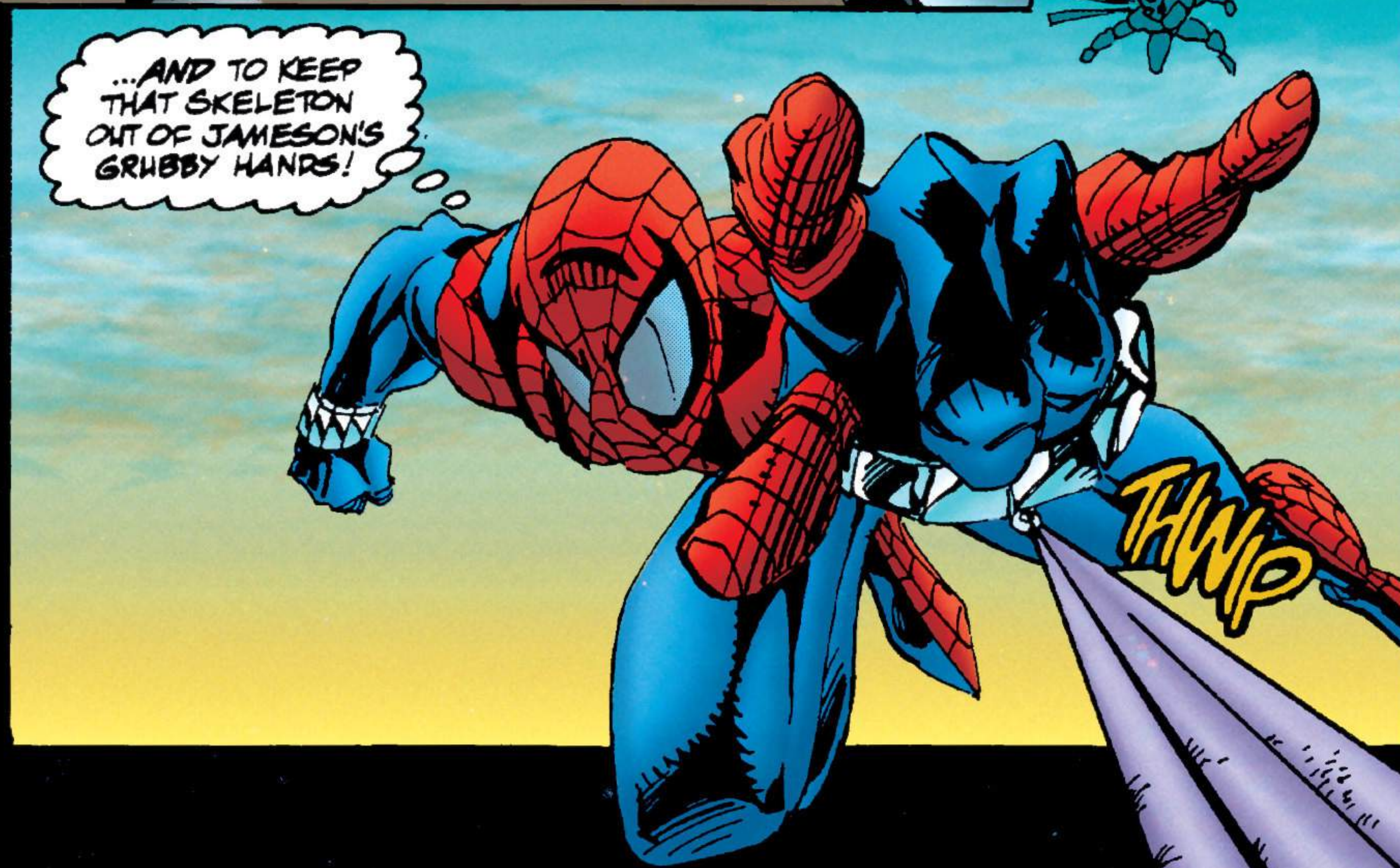
AND NEITHER WILL
I, AS LONG AS THAT
COLLAR IS ON PETE...



...BUT IT DOESN'T MEAN
I CAN'T FOLLOW AND
WAIT FOR A CHANCE TO
SAVE HIM...



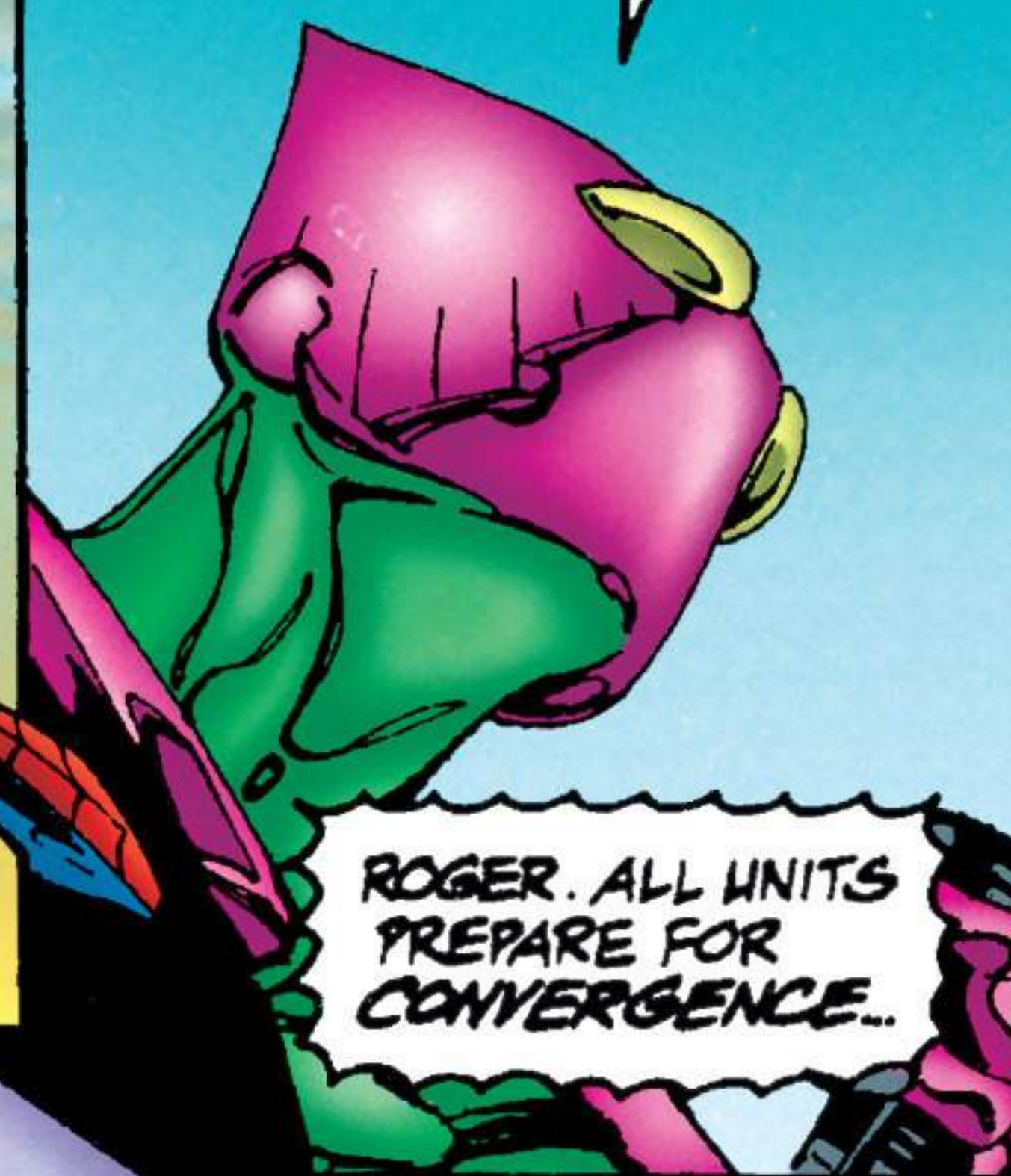
...AND TO KEEP
THAT SKELETON
OUT OF JAMESON'S
GRUBBY HANDS!

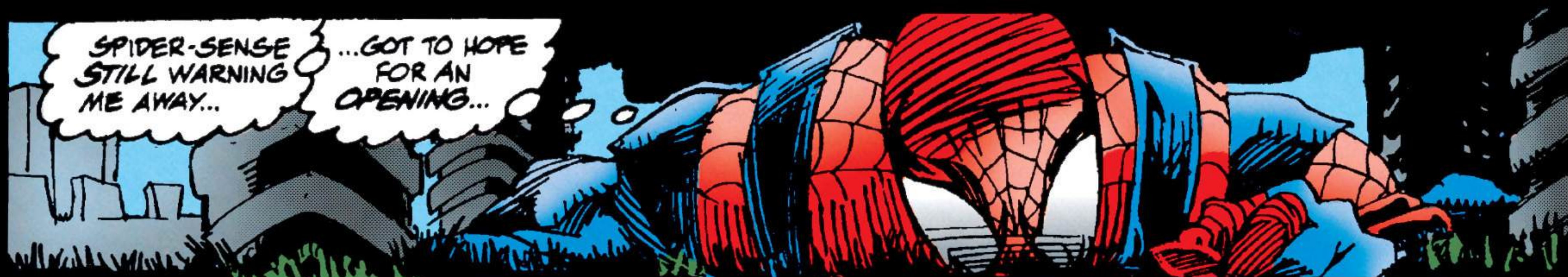
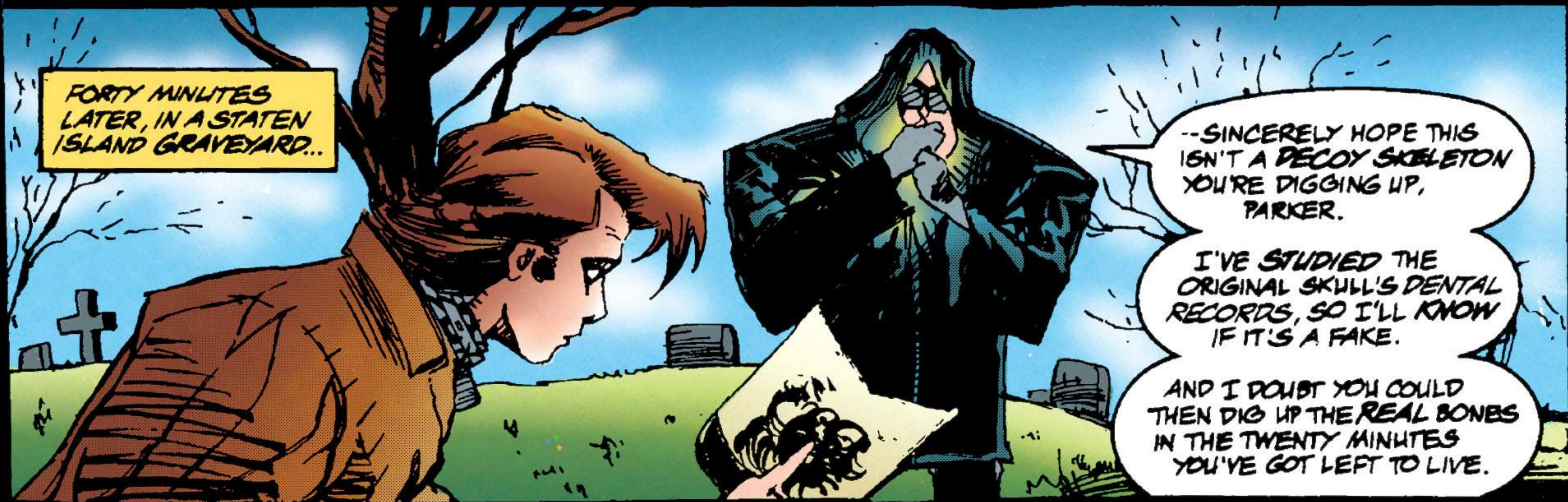


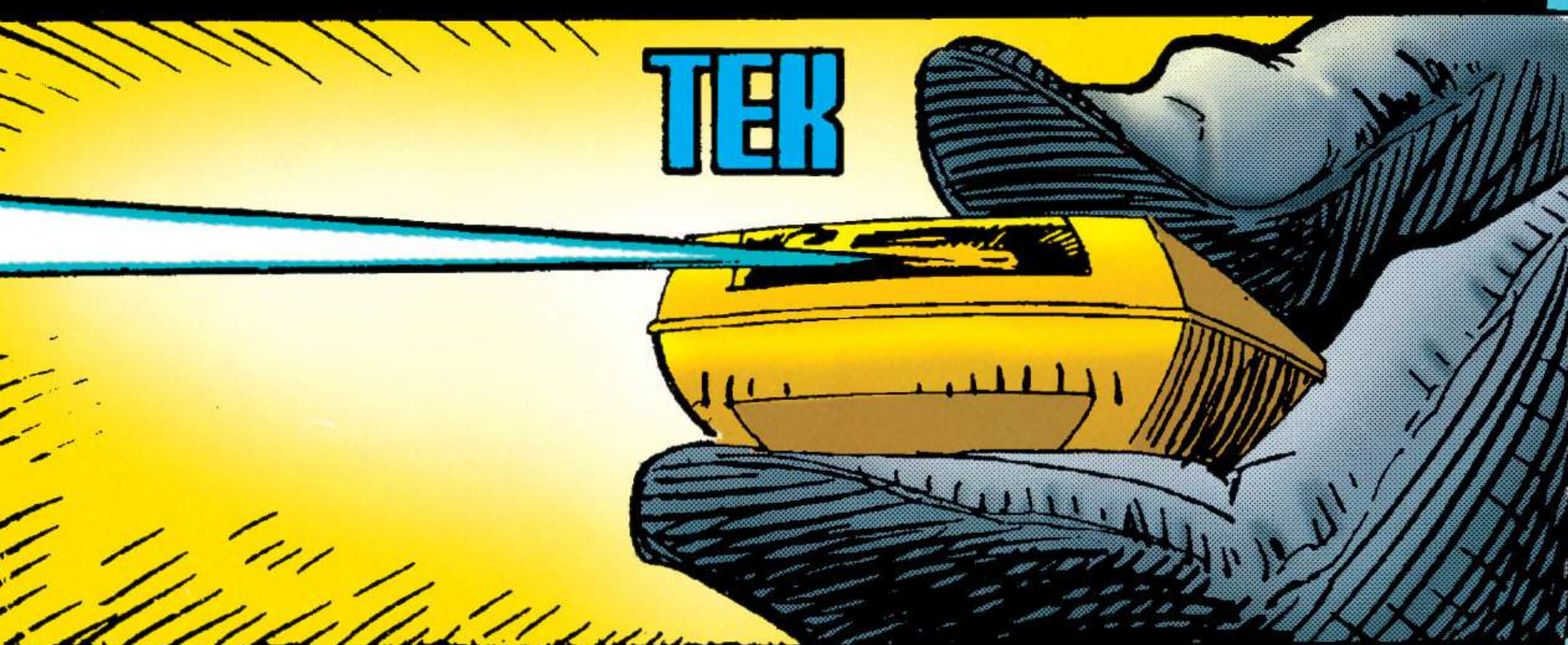
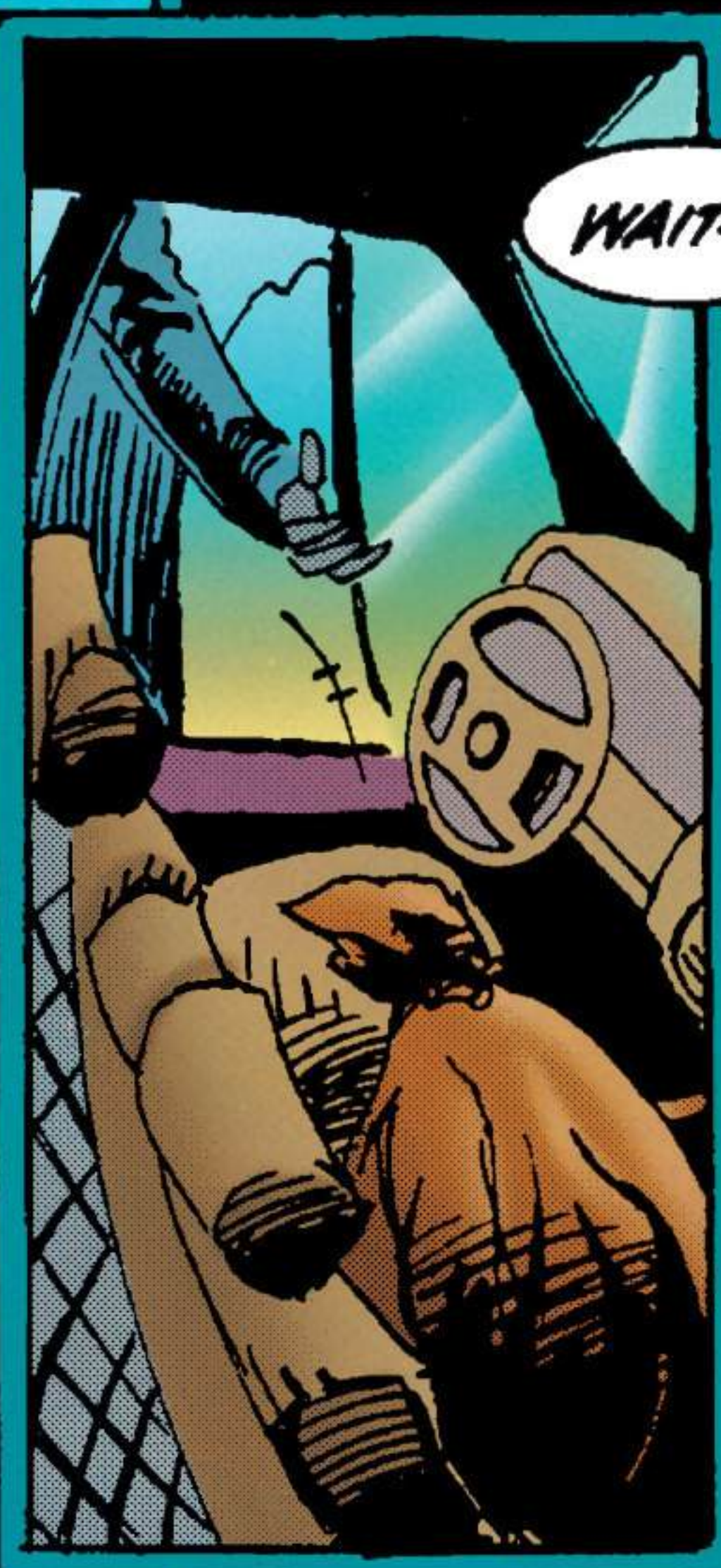
ROGUE
TWO,
REPORTING
IN...

...SUBJECT IS
MOVING SOUTH--
SEEMS TO BE
FOLLOWING A CAR
HEADED FOR THE
BROOKLYN BRIDGE.

ROGER. ALL UNITS
PREPARE FOR
CONVERGENCE...







WH--
SPIDER-
MANT!

IN THE
"WARM FLESH",
BUDDY!

AAAAA

KTAGGH

DIDN'T YOU
SEE THE
SPIDER X-ING
SIGN?

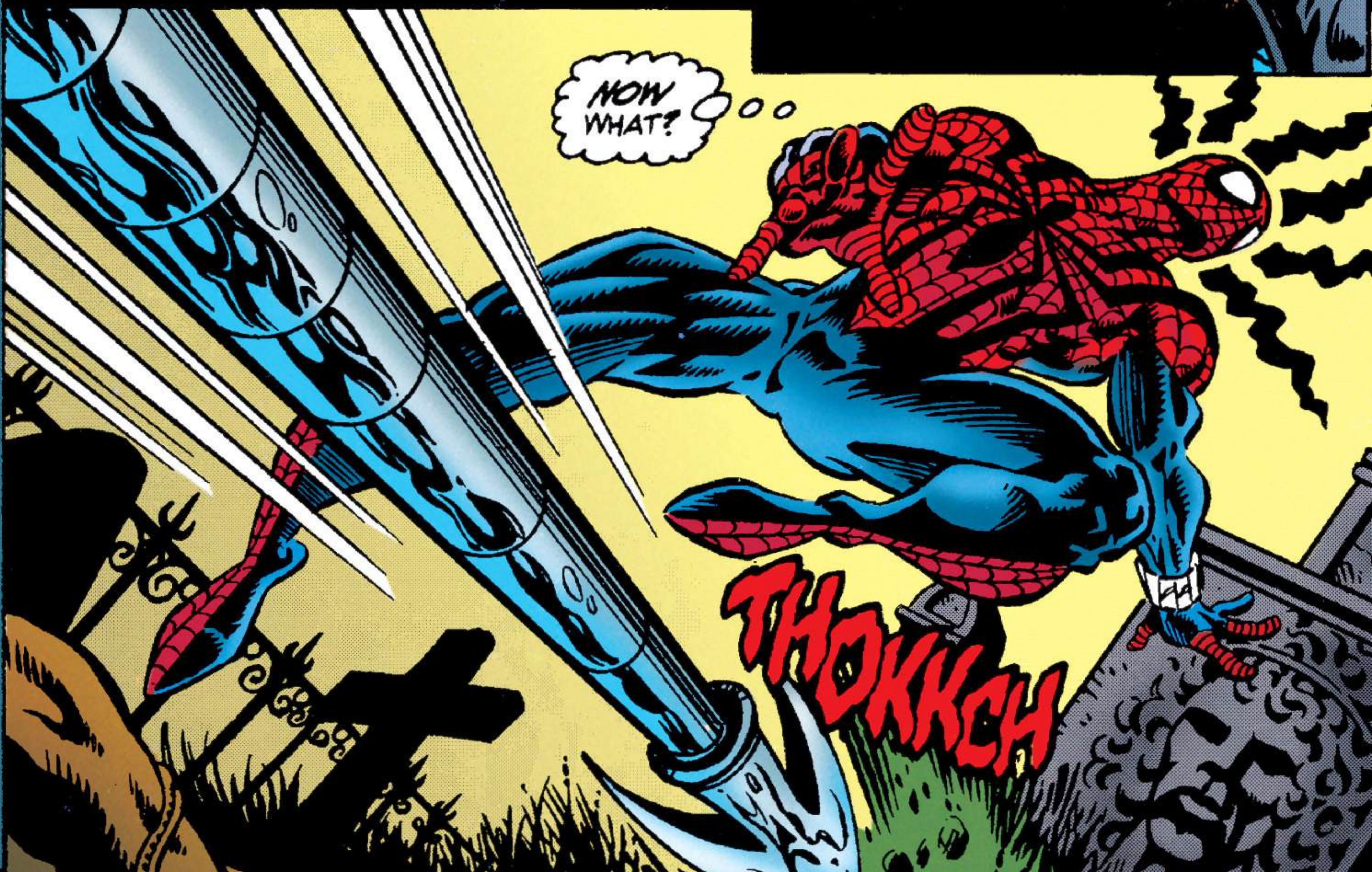
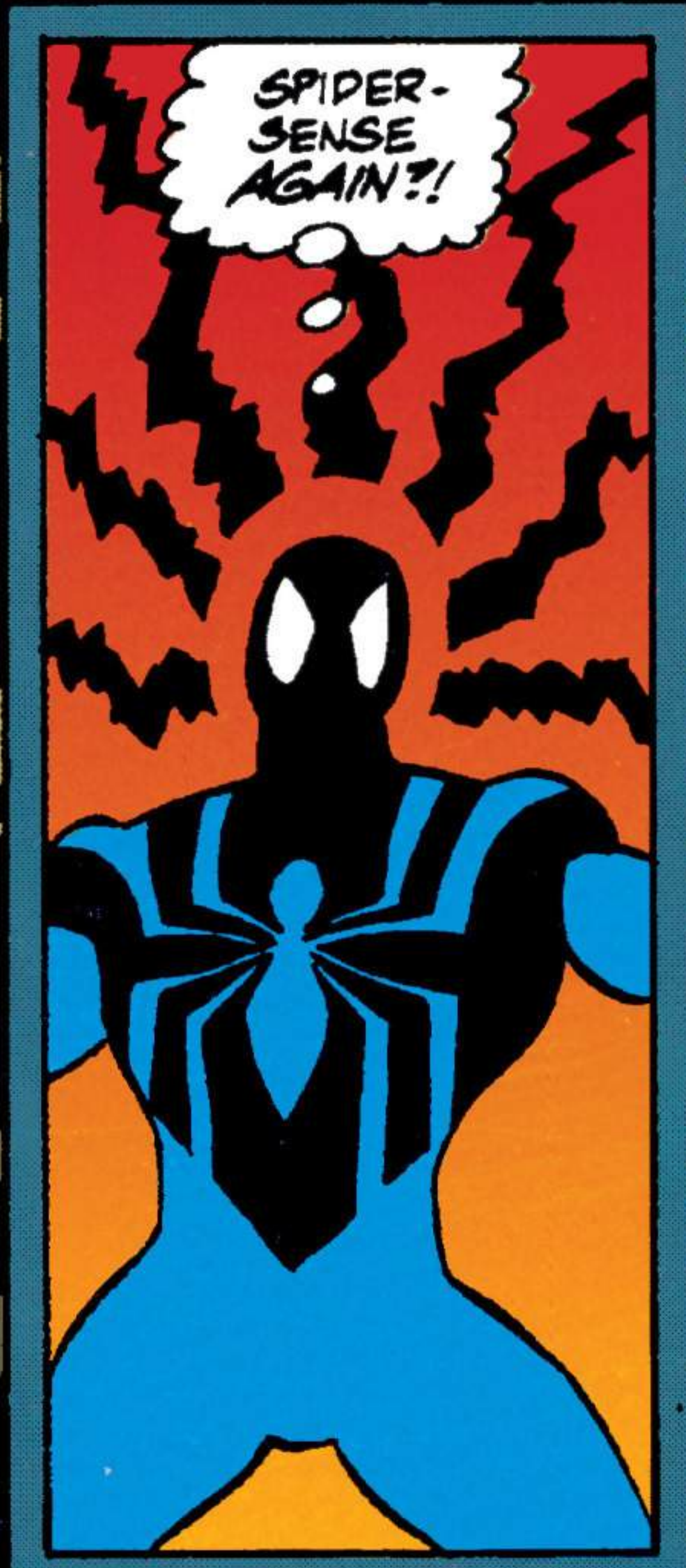
HURRHH

IT
WASN'T A
BAD PLAN,
MERC...

...AND IT
ALMOST
WORKED!

KRANGCH







OH.
JOY.

WE'RE
ORGANIZED
THIS TIME,
WEB-SLINGER!

YEAH,
AND WE'RE
WORKING
TOGETHER,
TOO!

YOUR
CHOICE, "HERO"--
EASY OR HARD!



YOUR FUNERAL, THEN!

BABE, IF THERE'S ONE THING I'VE LEARNED ABOUT BEING YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN...

...IT'S THAT NOTHING COMES EASY!

YEAH, AND ISN'T IT CONVENIENT THAT YOU'RE ALREADY IN A GRAVEYARD?

HA HA HAHA!

WATCH THE CROSSFIRE, YOU FOOLS-- HEY!

THWP

WEBS...

YOU SURE CAN TURN A PHRASE, BOOMERANG...

...EAT HOT SHATTERING DEATH!

POOM

UNNH!

WHUKK

...NOT!

SPIDER-SENSE GOING CRAZY--

SCREEEE

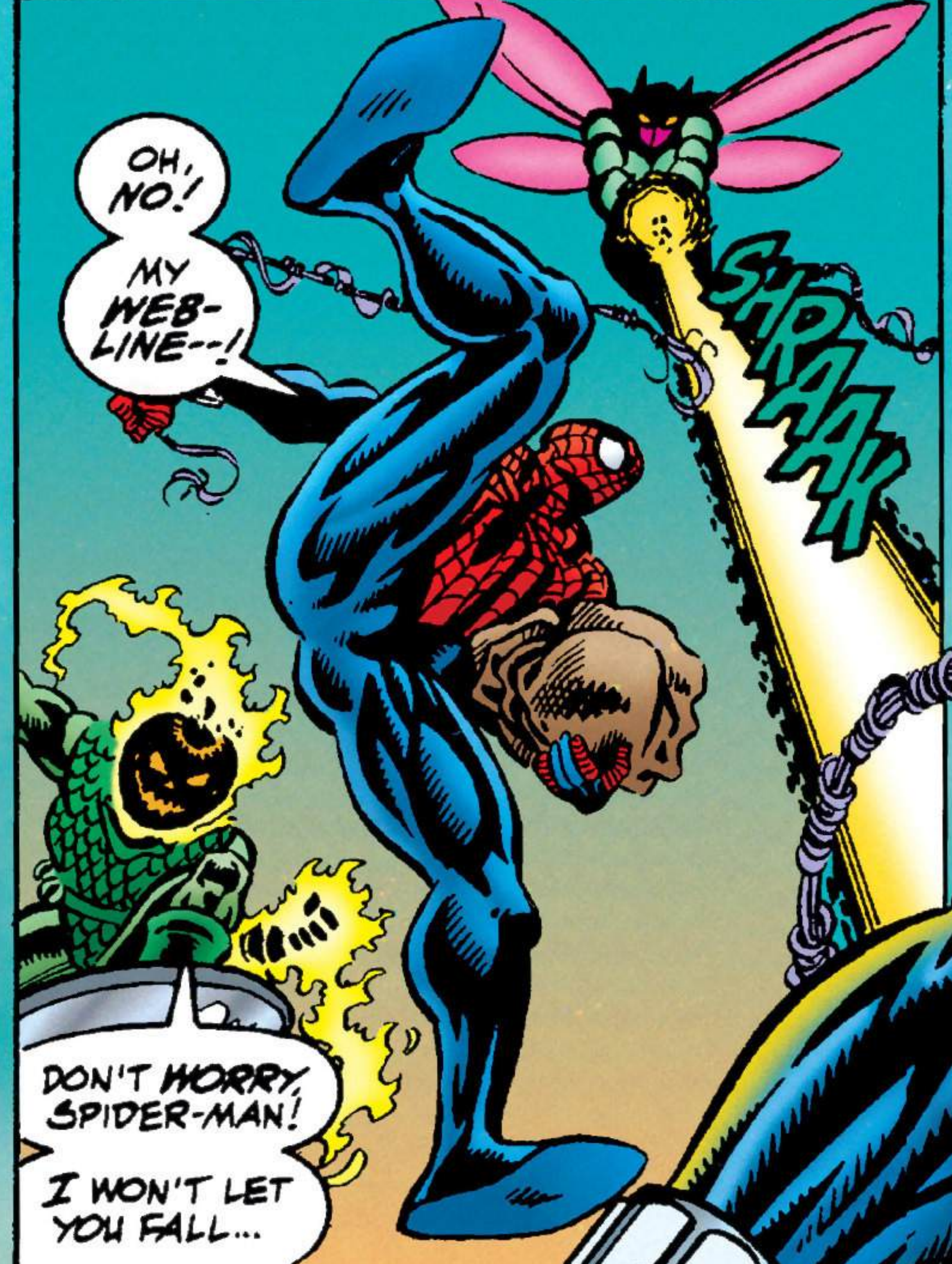
--THEY'RE COMING AT ME FROM ALL SIDES!



GOT PEPPERED WITH GRANITE SHRAPNEL...
...BUT MANAGED TO GET TO THE SKELETON BAG!
SOME-BODY STOP HIM!



HE WON'T GET FAR!
OH, NO?
OH, NO!



OH, NO!
MY WEB-LINE--!
DON'T WORRY, SPIDER-MAN!
I WON'T LET YOU FALL...



...YET!

RRRRRR

GOT IT!

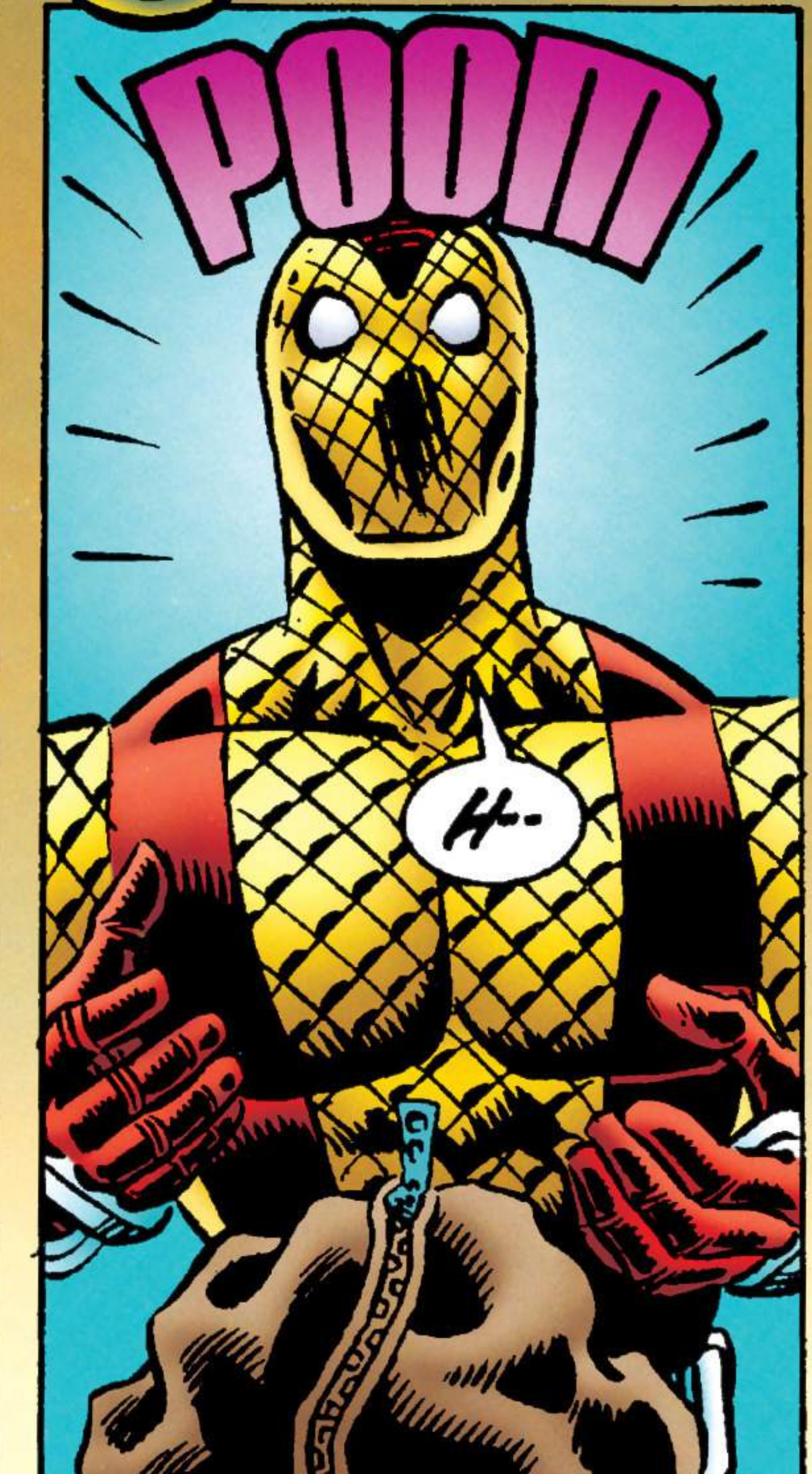


URNHH!



WHERE'S YOUR "SNAPPY PATTY" NOW, HUH, WEB-HEAD?

HA HA
HA HA



POOM

H--



I HATE MANIACAL LAUGHTER. VERY UNPROFESSIONAL.

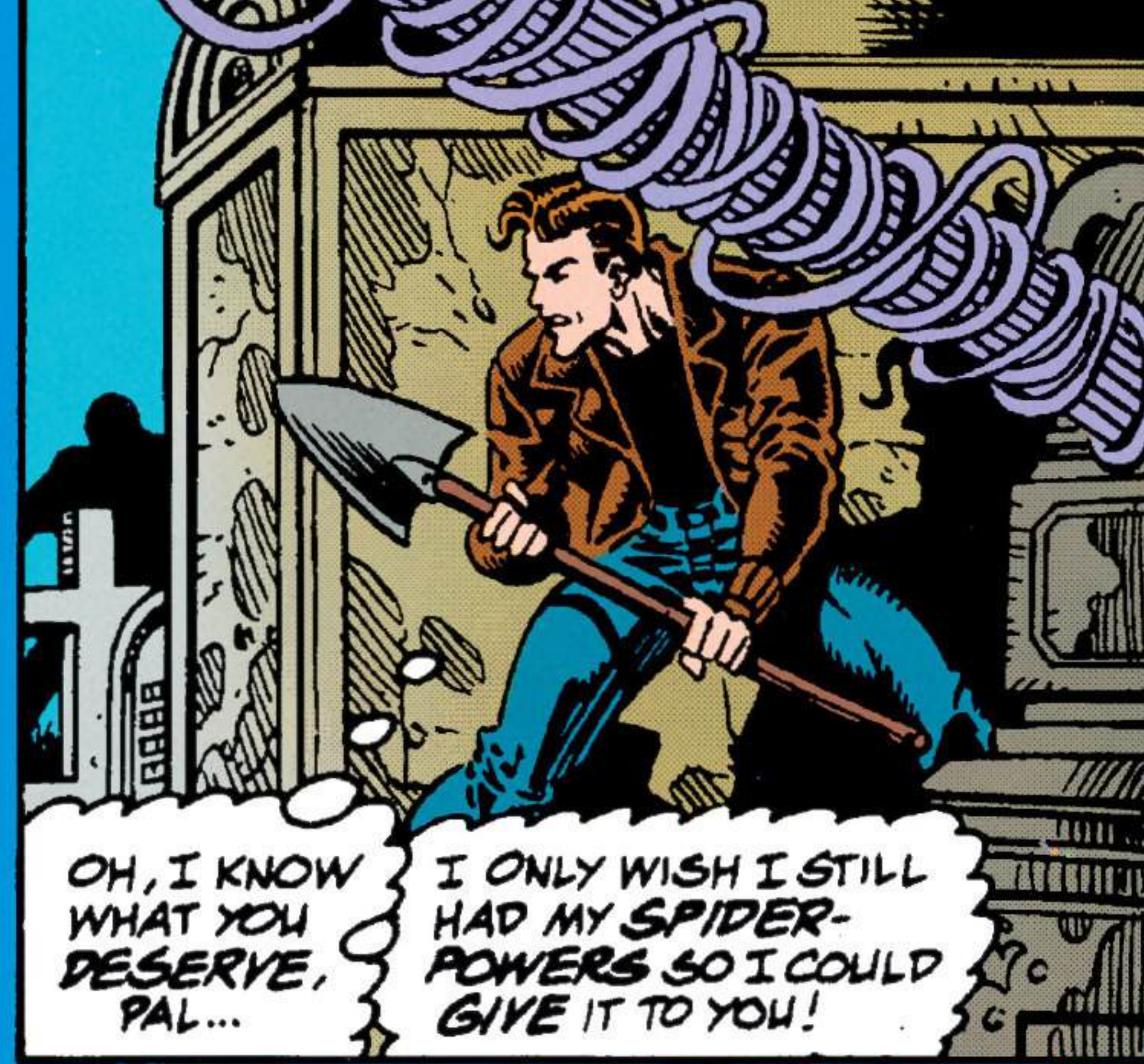


HEY! THIS
BALD CLOWN
JUST OFFED THE
SHOCKER!

HE'S NOT
DEAD, FOOL--JUST
TRANQUILIZED!

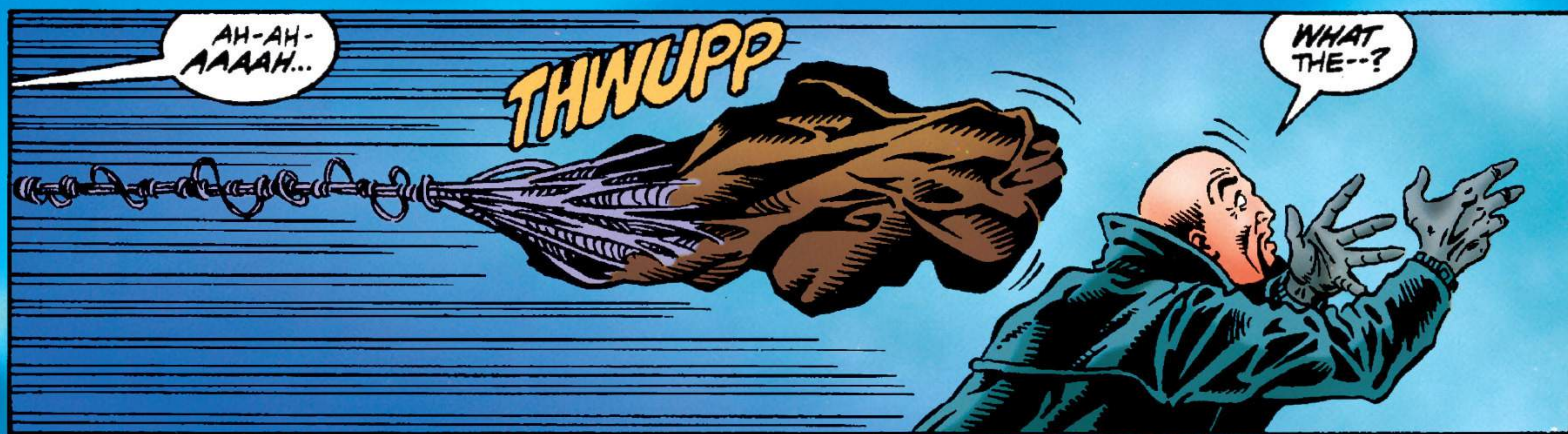
NOW ENTERTAIN
YOURSELF WITH
THESE FUSION
GRENADES...

...WHILE I TAKE
HOME THE PRIZE I
SO RIGHTLY DESERVE!



OH, I KNOW
WHAT YOU
DESERVE,
PAL...

I ONLY WISH I STILL
HAD MY SPIDER-
POWERS SO I COULD
GIVE IT TO YOU!



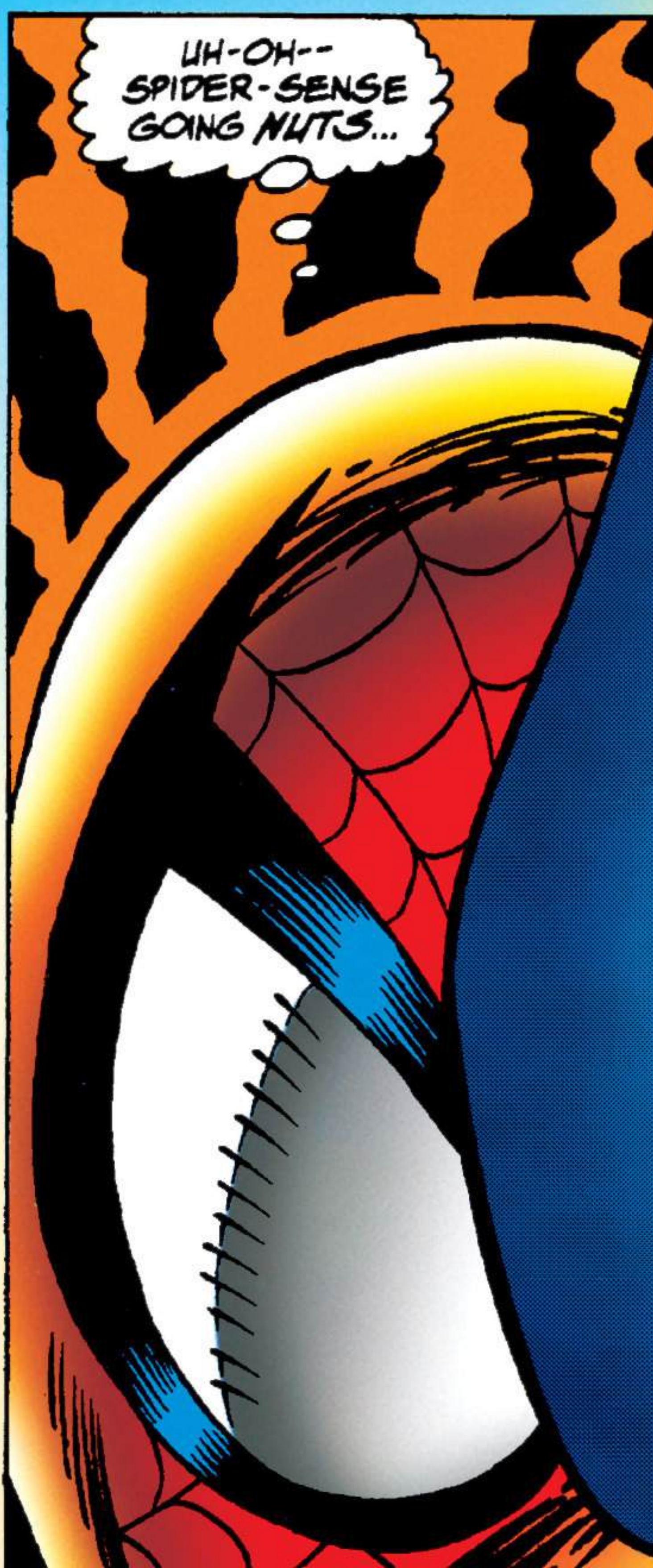
AH-AH-
AAAAH...

THWUPP

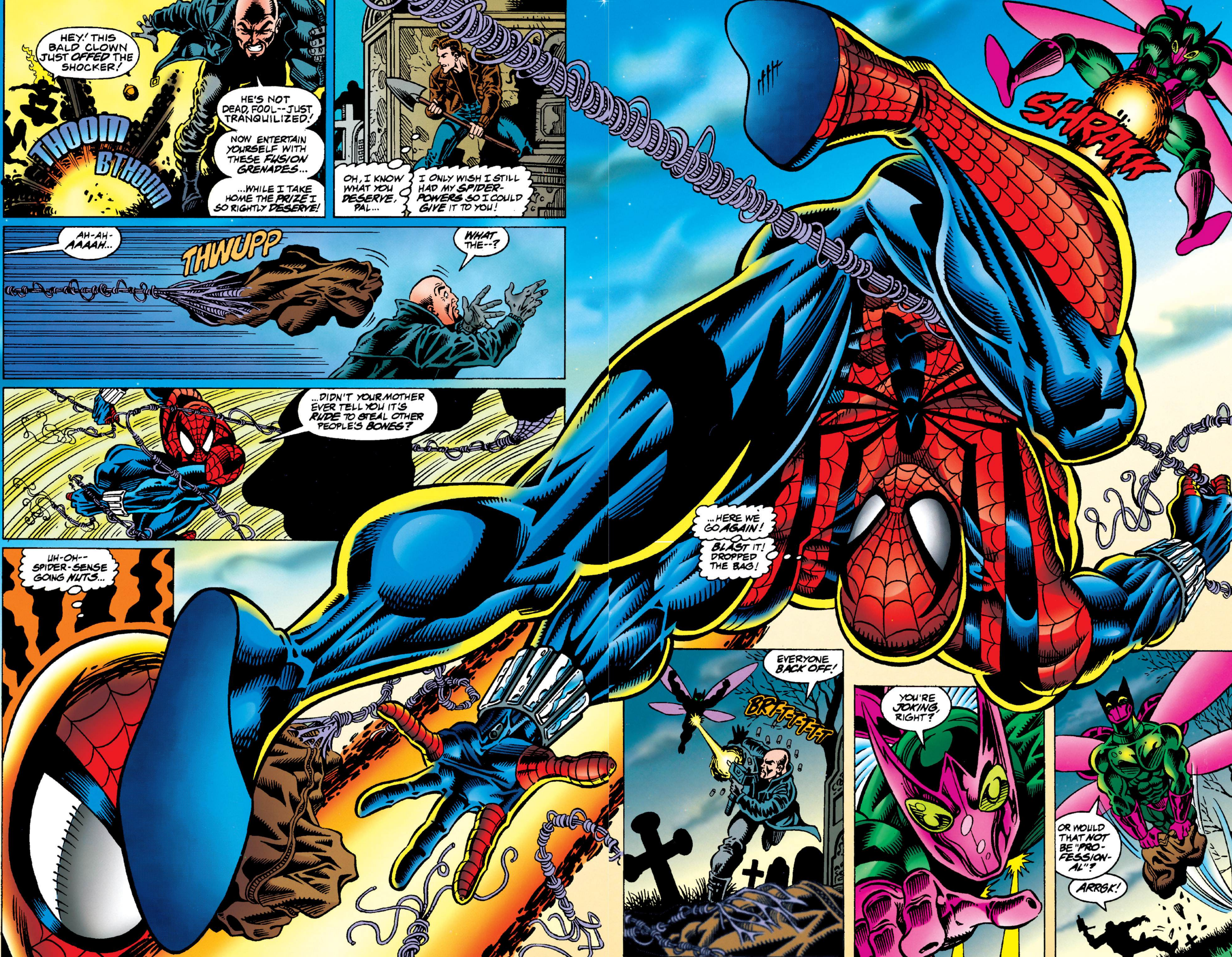
WHAT
THE--?



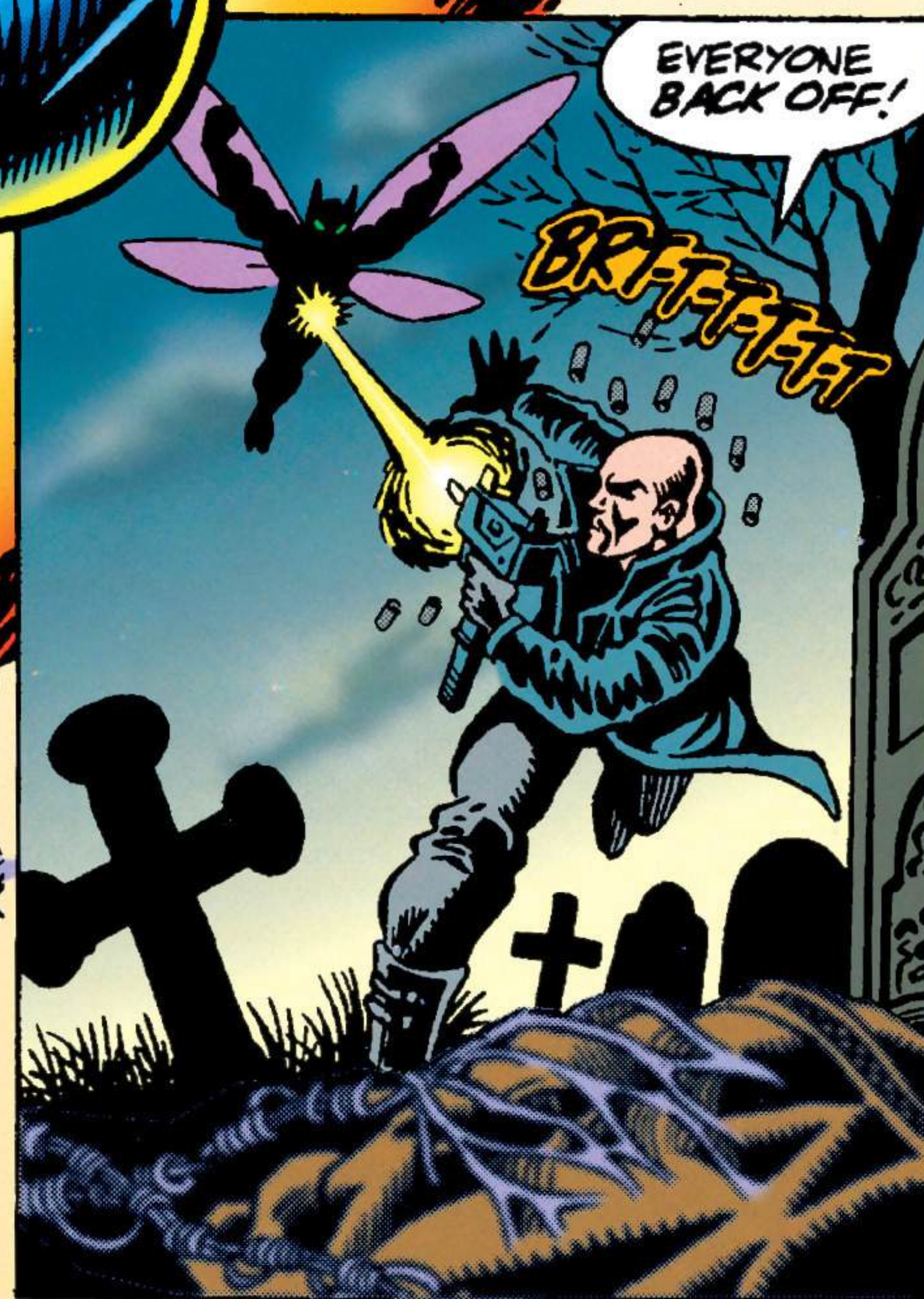
...DIDN'T YOUR MOTHER
EVER TELL YOU IT'S
RAPE TO STEAL OTHER
PEOPLE'S BONES?



UH-OH--
SPIDER-SENSE
GOING NUTS...

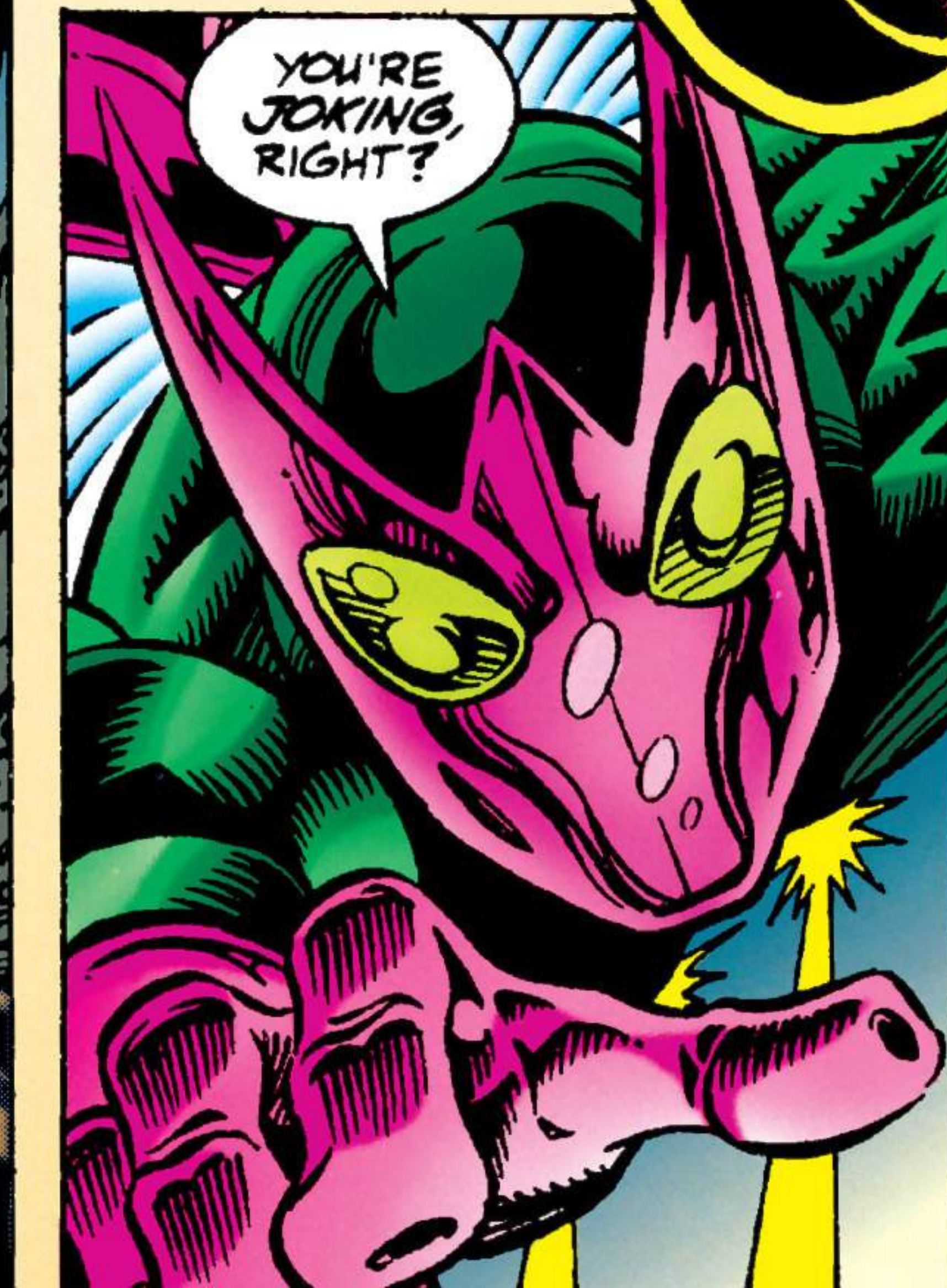


...HERE WE
GO AGAIN!
BLAST IT!
DROPPED
THE BAG!

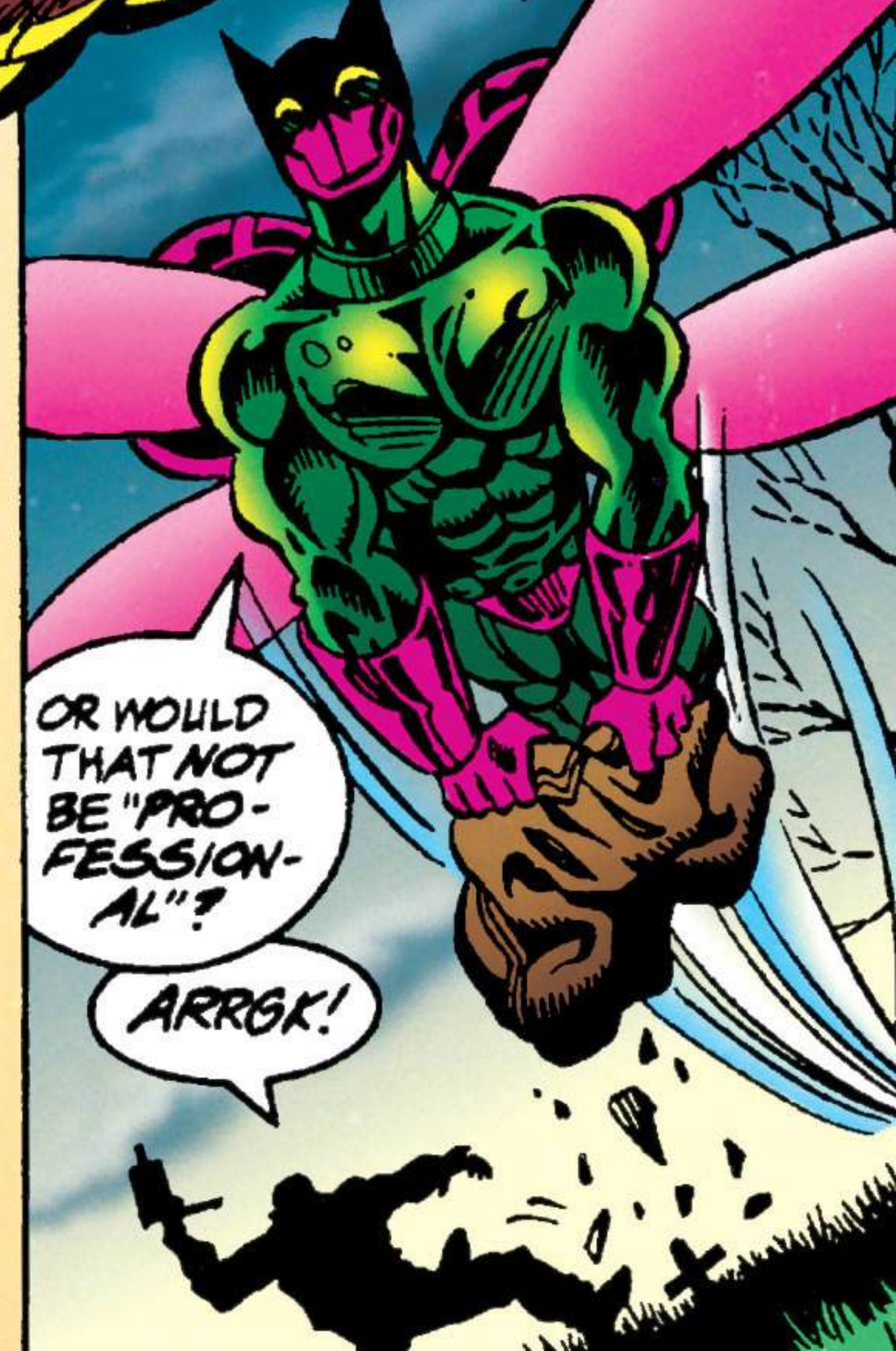


EVERYONE
BACK OFF!

CRASH

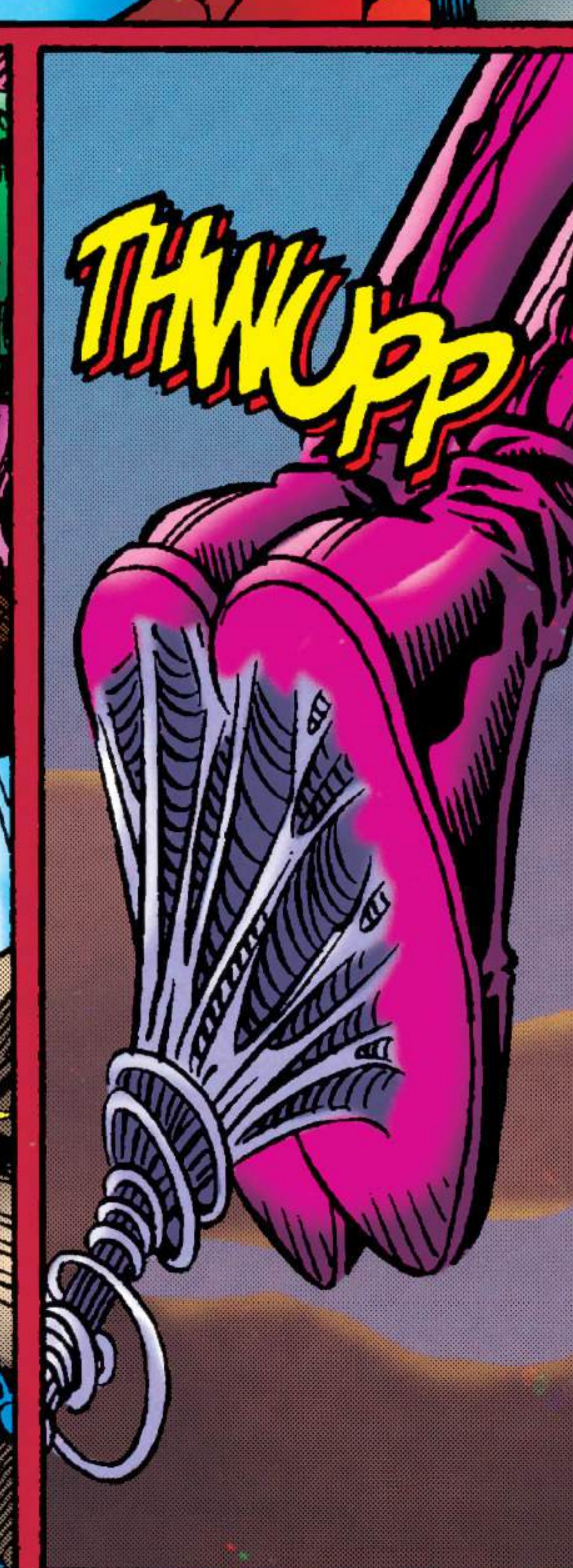
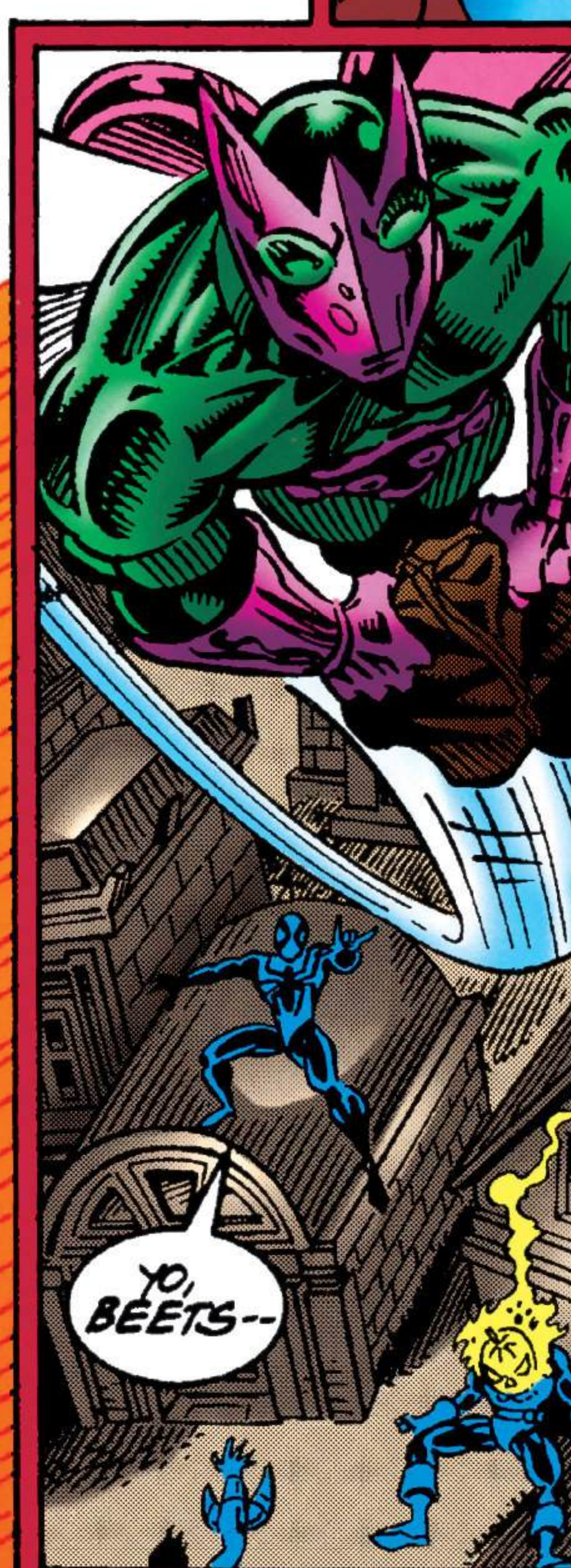
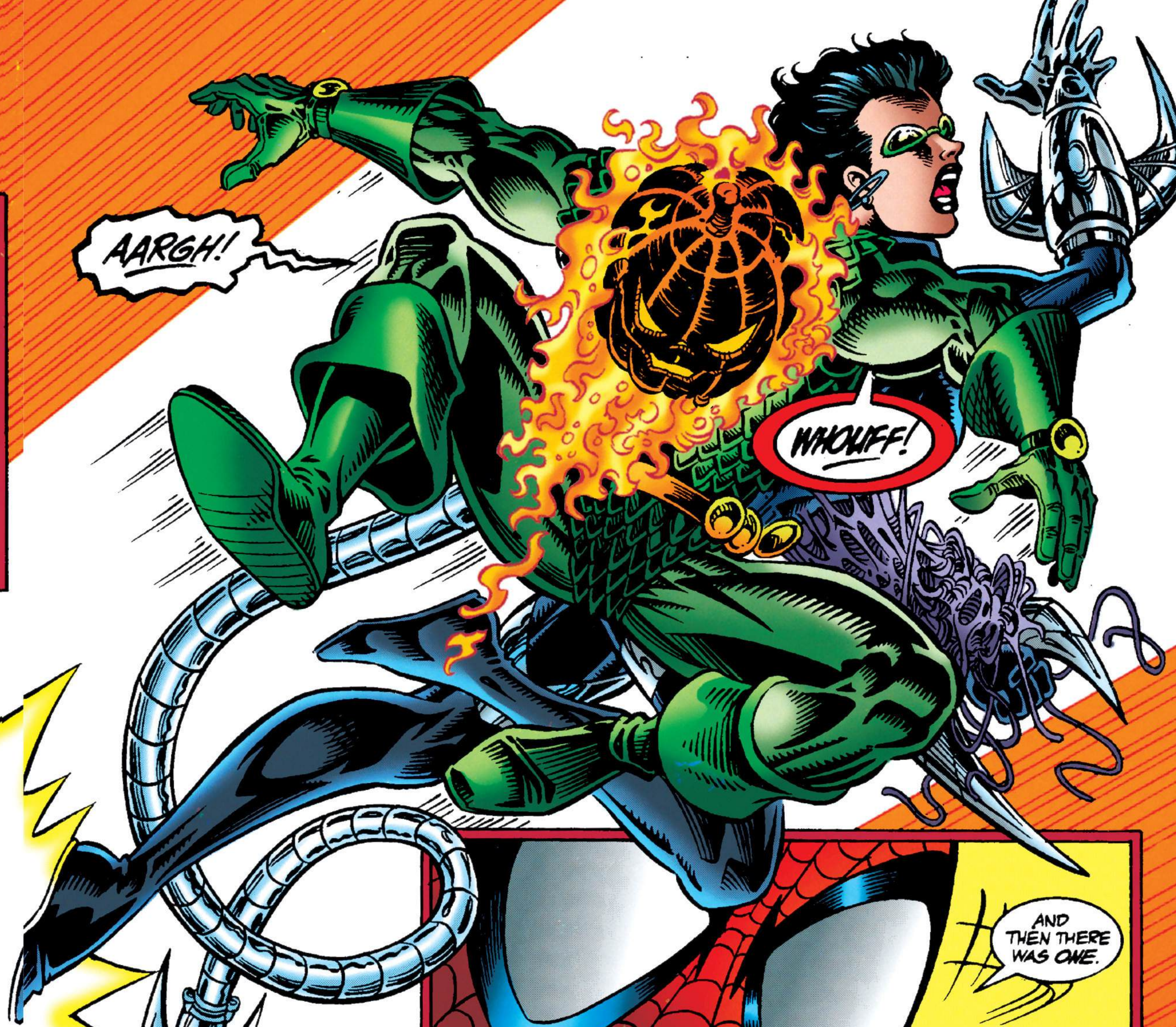
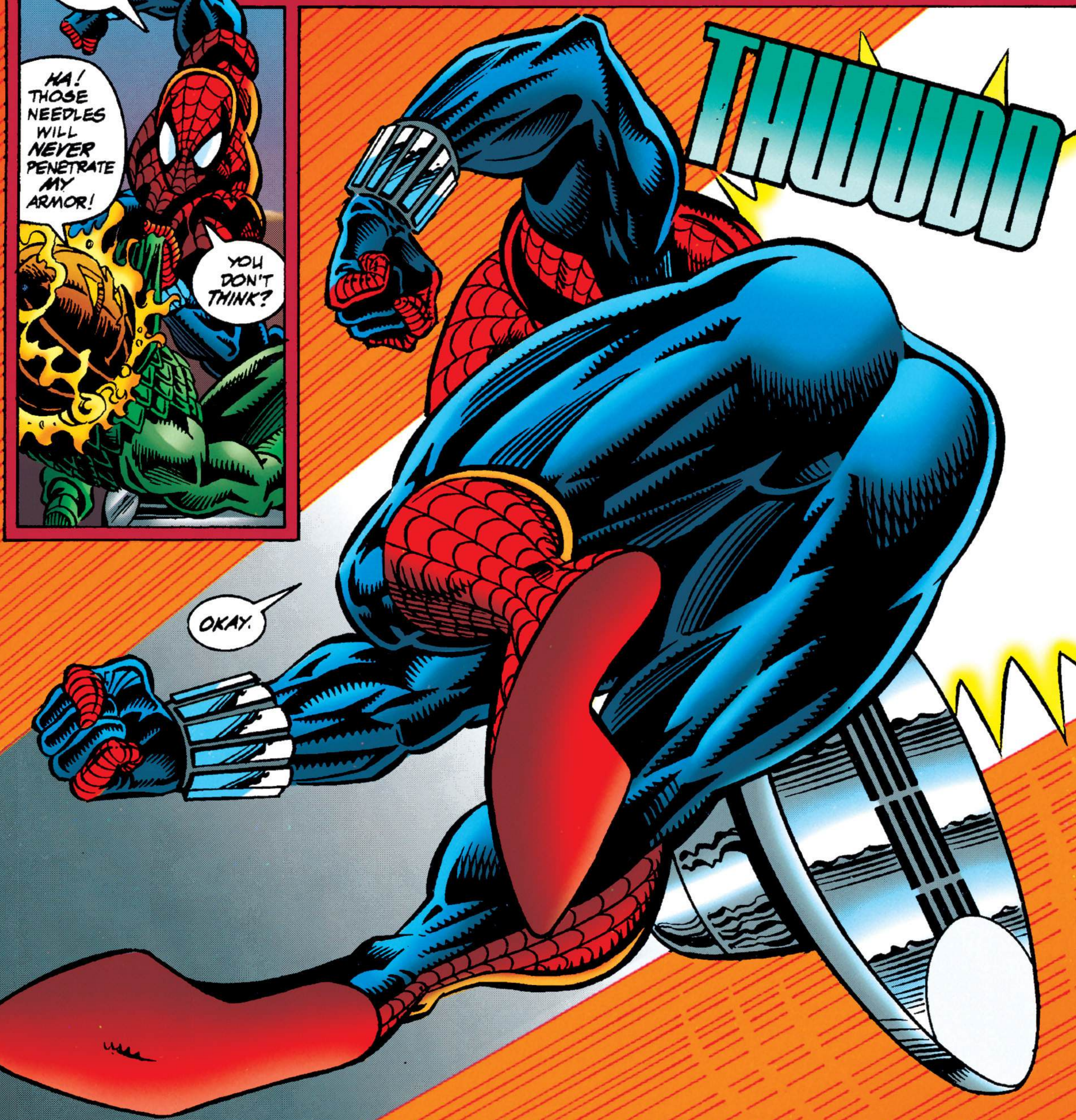
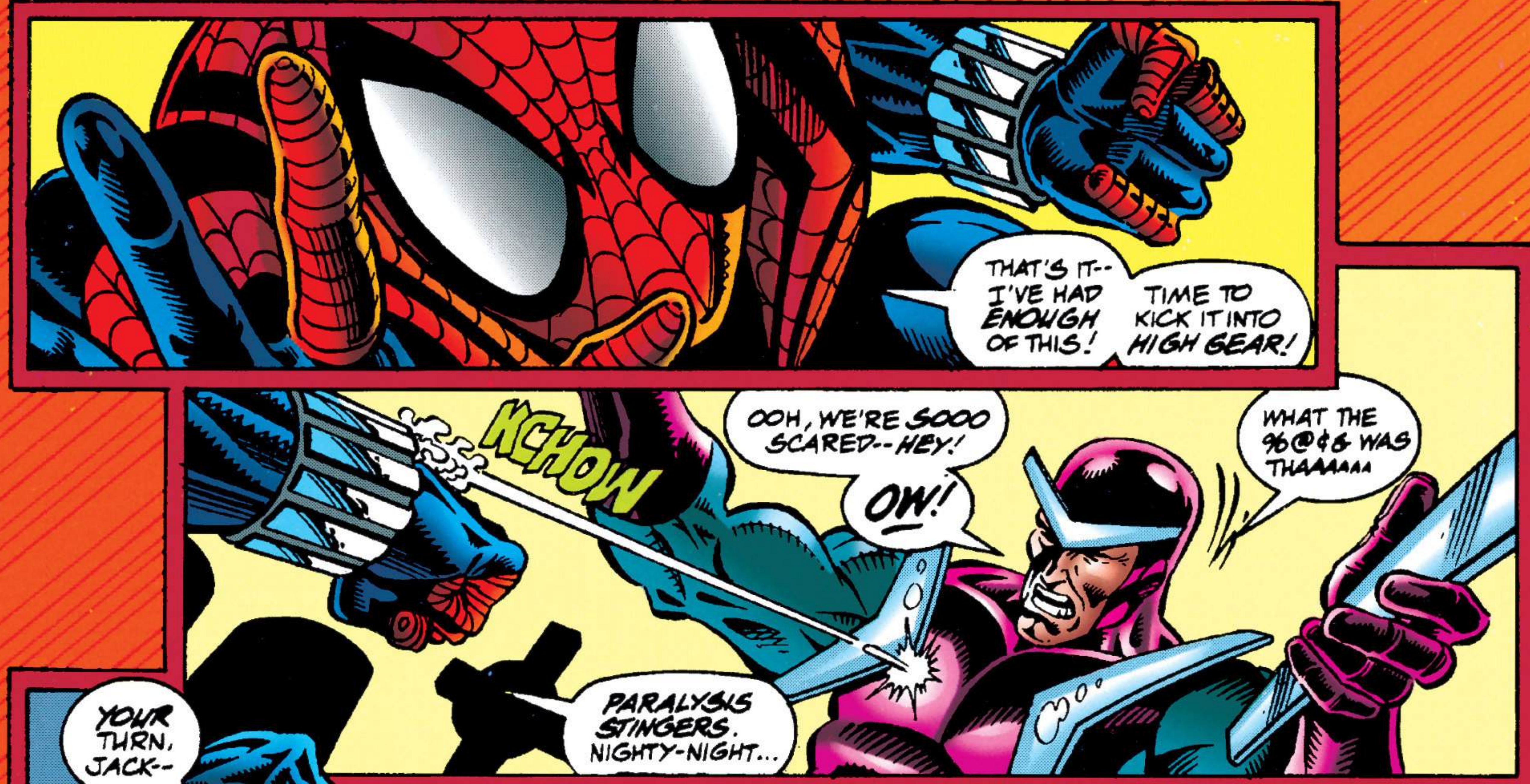


YOU'RE
JOKING,
RIGHT?



OR WOULD
THAT NOT
BE "PRO-
FESSION-
AL"?

ARRGK!





YOU WON'T DEFEAT ME AS EASILY AS THE OTHERS, SPIDER-DOLT!

I AM THE BEETLE... THE BEE-- UNNH!

ISN'T IT "I AM THE WALRUS?"

GET IT? "BEETLE"... "BEETLES...?"

AHH, FORGET IT...

SPIDER-SENSE AGAIN!

FROM WHAT? THIS GUY'S PRACTICALLY GIFT-WRAPPED!

OH, NUTS!

THE PRO'S GOT ME DEAD TO RIGHTS... AND I'M TOO ENTANGLED WITH THE BEETLE TO DODGE!

THOING



THANK YOU FOR THINNING THE PLAYING FIELD, SPIDER-MAN...

...NOW I'LL FINISH THE JOB AND BE ON MY WAY.



WHUNNG



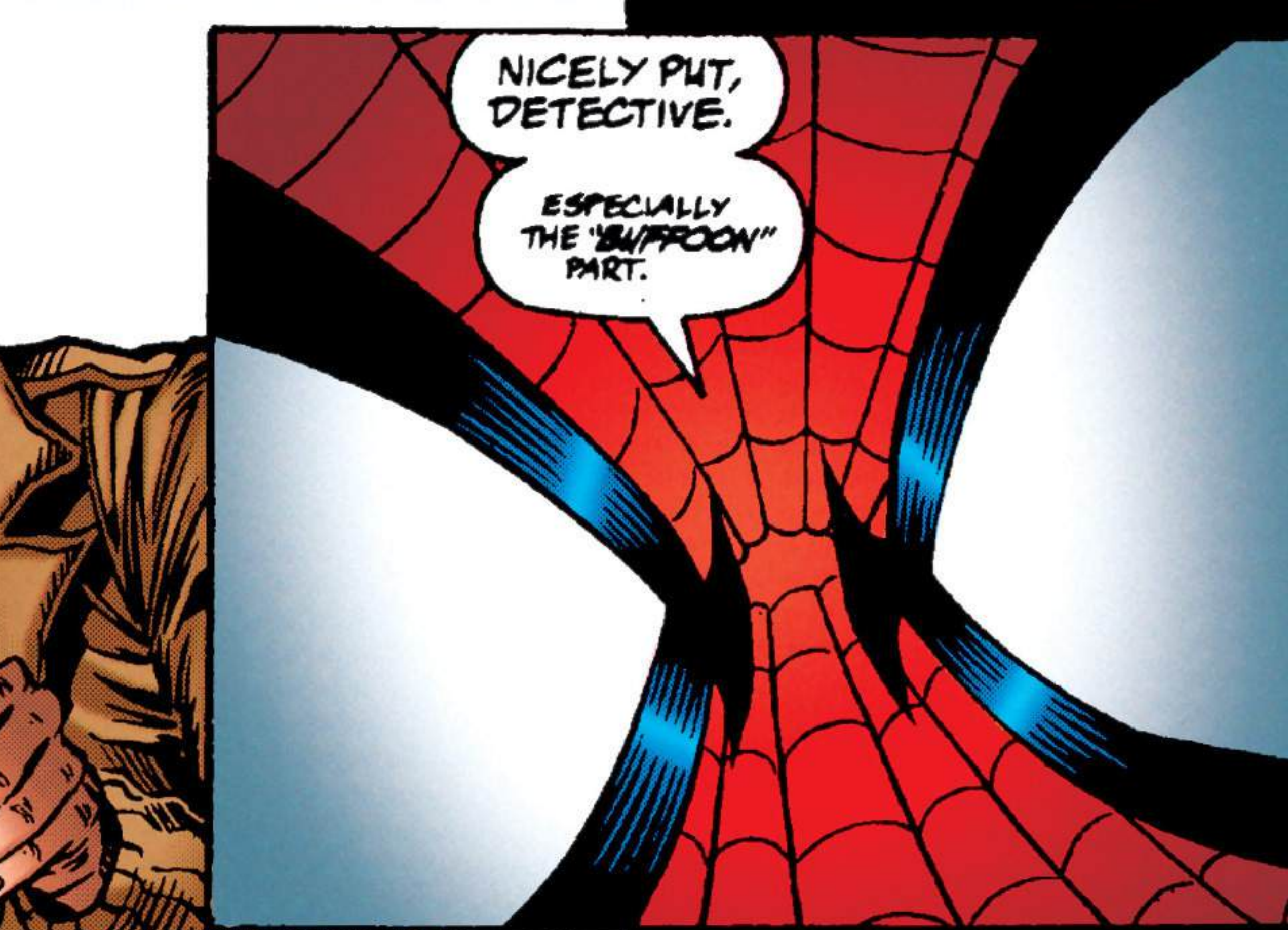
BEEN WANTING TO DO THAT ALL DAY.



“AHH, WHAT ARE YOU WAITING FOR?”
“HE’S GOT THE SKELETON... JUST SHOOT HIM!”



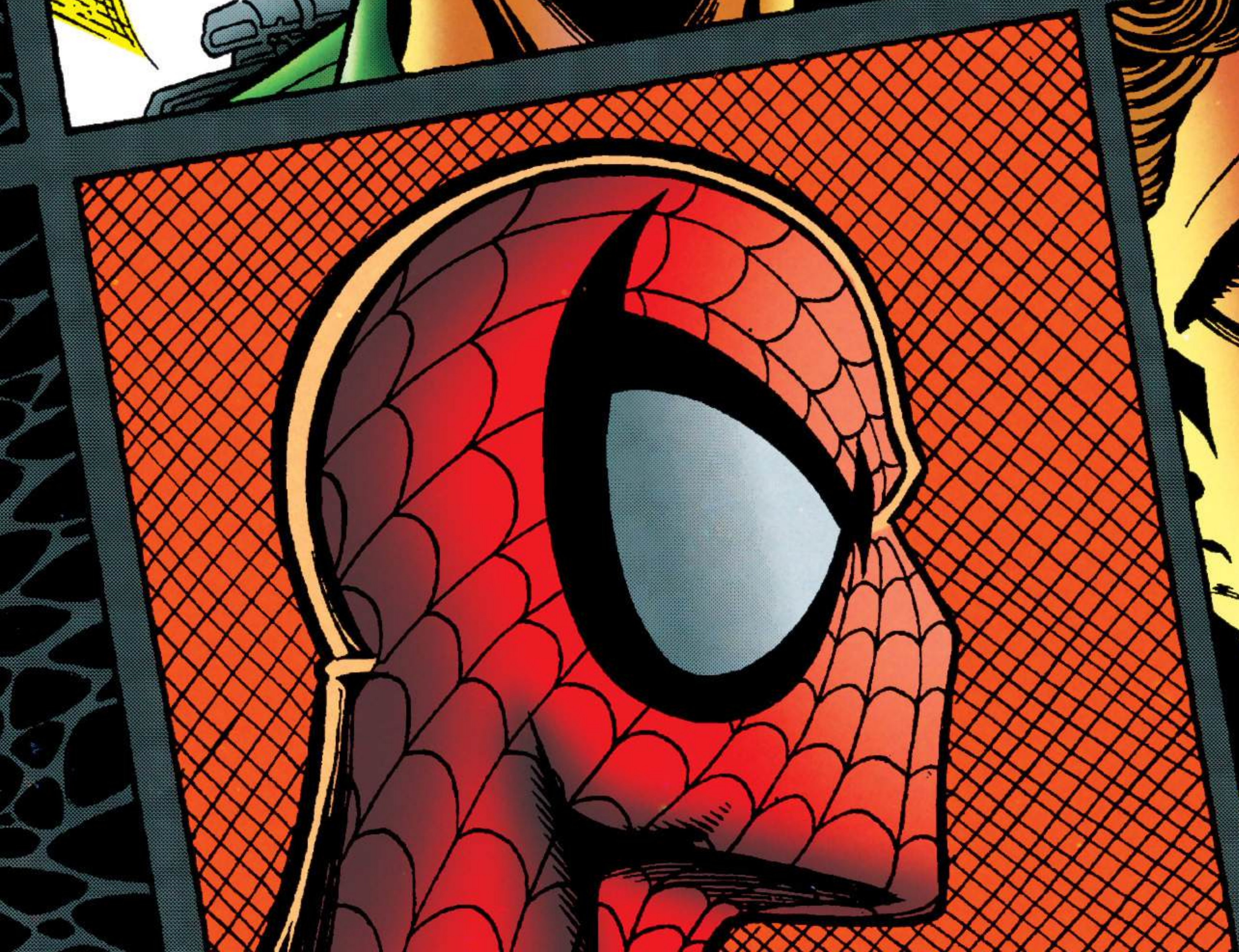
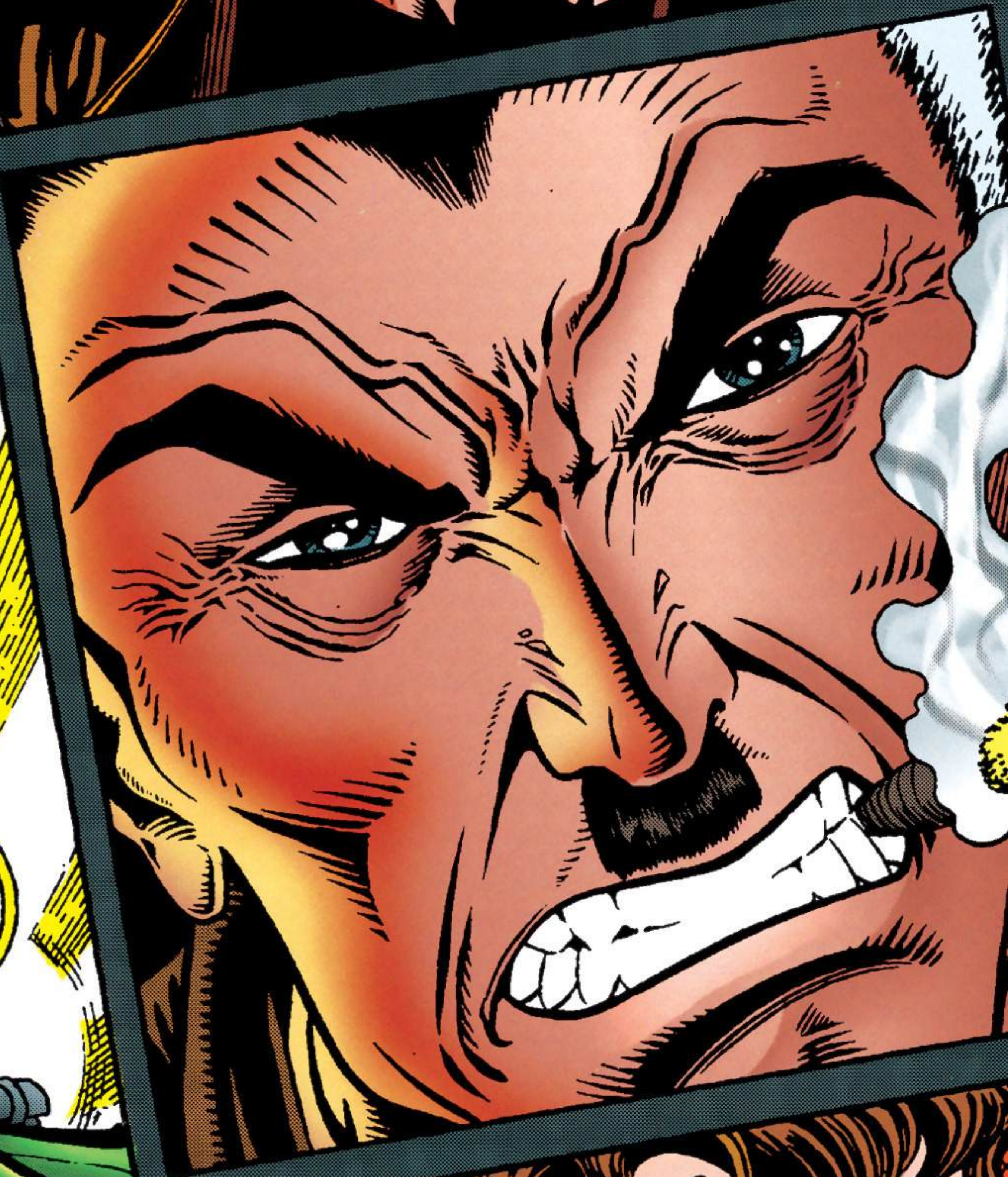
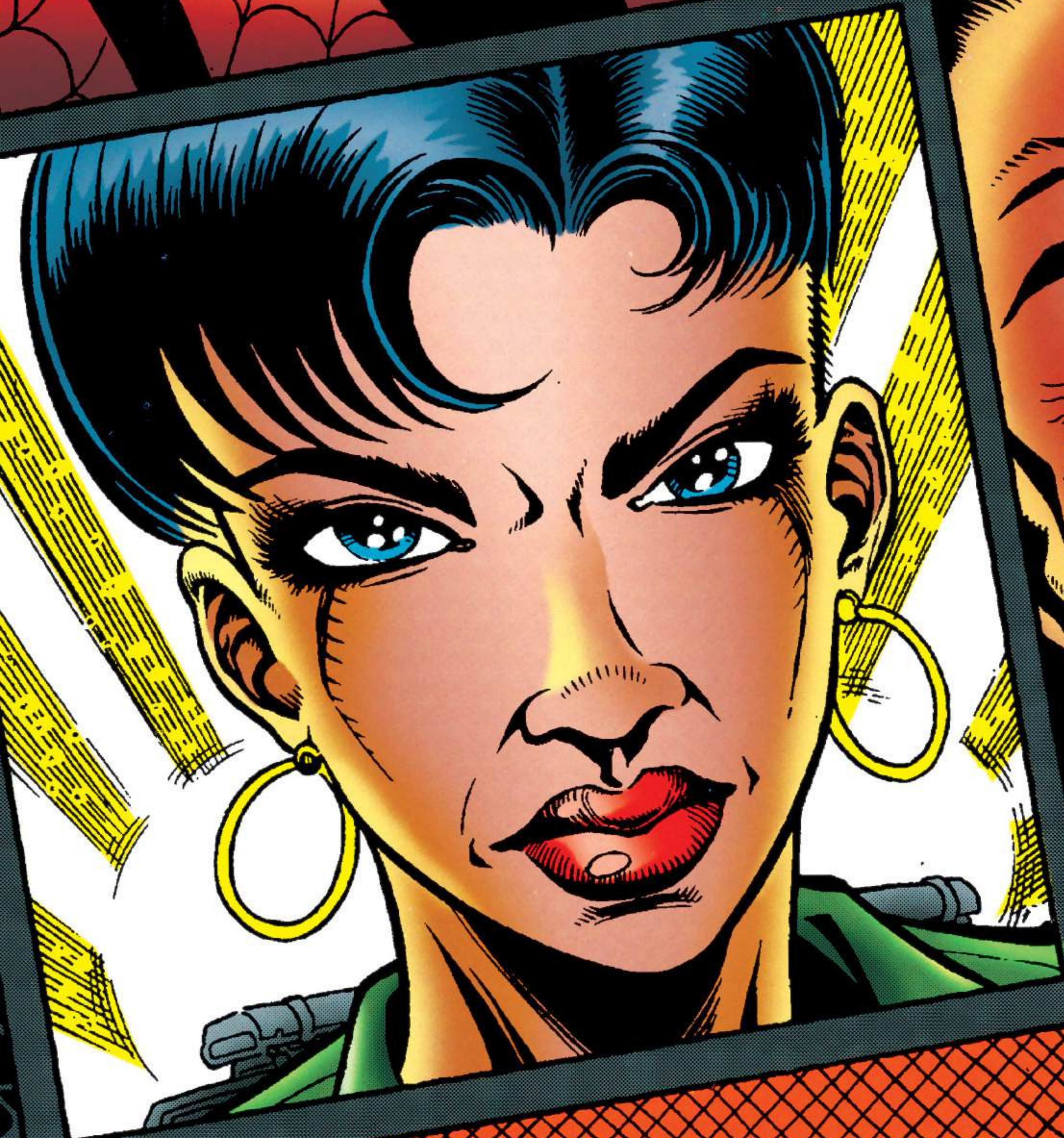
“SAME OLD JONAH.
SEE YOU IN THE FUNNYBOOKS, FOLKS...”

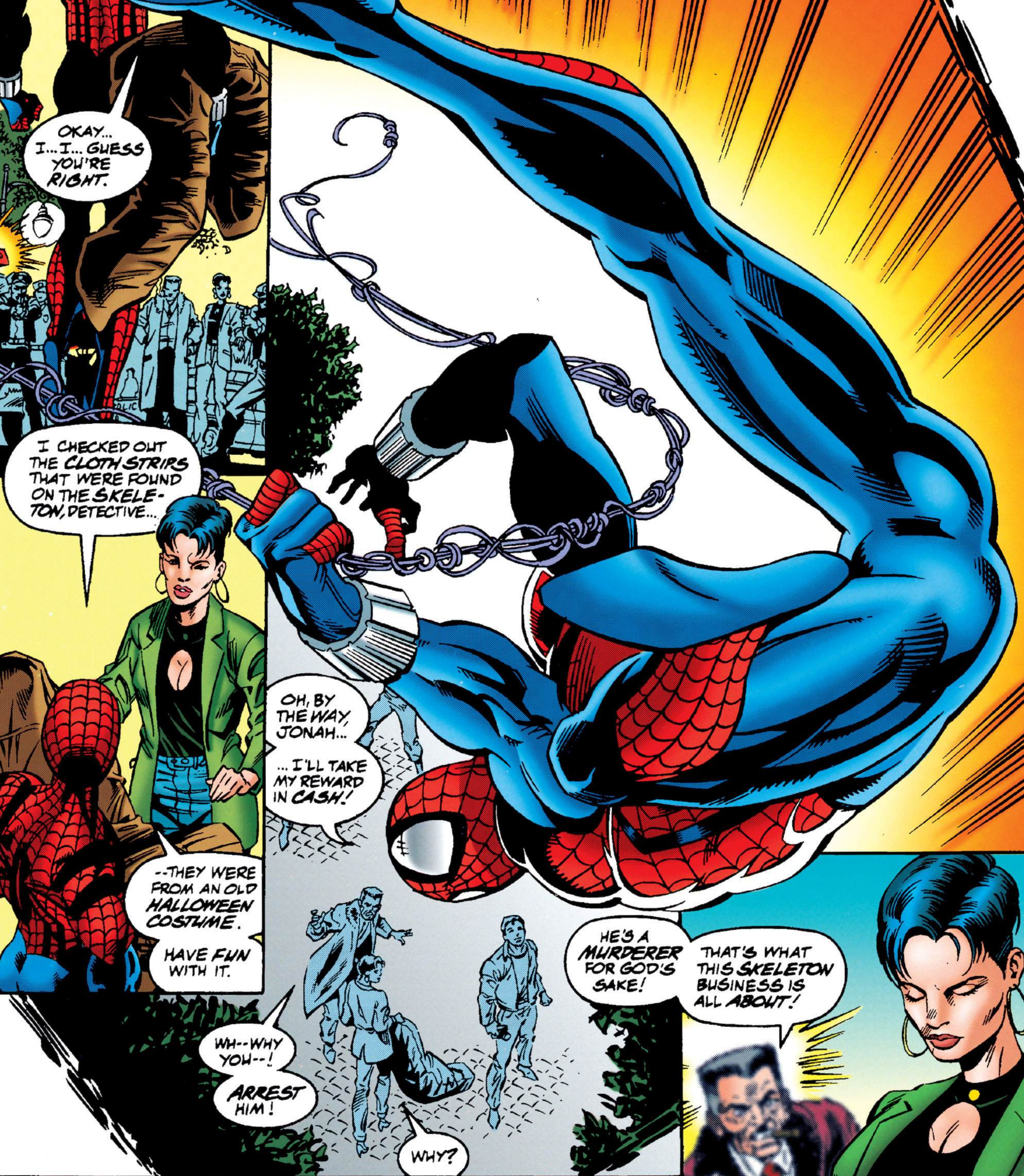


“YOUR ONLY CHOICE IS TO HAND OVER THE SKELETON!”
“OTHERWISE, YOU’LL ALWAYS BE A WANTED, HUNTED, HOUNDED CRIMINAL.”



“THINK ABOUT IT.”





OKAY...
I...I... GUESS
YOU'RE
RIGHT.

I CHECKED OUT
THE CLOTH STRIPS
THAT WERE FOUND
ON THE SKELE-
TON, DETECTIVE...

OH, BY
THE WAY,
JONAH...

... I'LL TAKE
MY REWARD
IN CASH!

--THEY WERE
FROM AN OLD
HALLOWEEN
COSTUME.

HAVE FUN
WITH IT.

WH--WHY
YOU--!

ARREST
HIM!

WHY?

HE'S A
MURDERER
FOR GOD'S
SAKE!

THAT'S WHAT
THIS SKELETON
BUSINESS IS
ALL ABOUT!



WE GOT BACK
WHAT WE WANTED,
ALONG WITH ALL
THESE NOTORIOUS
CRIMINALS.

SAVE IT FOR YOUR
EDITORIALS, JAMESON.

THE FACT IS, THERE'S NO
EVIDENCE WHATSOEVER
AGAINST THE MAN.



WAIT--
WHAT ABOUT MY
DEMONSTRATION?
OUR DEAL?

FINE, YOU'VE
STILL GOT A
FEW HOURS LEFT,
JAMESON.

WE'LL
MEET YOU
DOWN AT THE
BUGLE.

WELL
DONE,
PARKER!

COME
ON!

BUT--

LET'S GO! I
WANT PICTURES
OF ALL THIS!

WARN HOLKAR WE'RE
ON THE WAY AND WE
AREN'T GOING TO HAVE
MUCH TIME TO PREPARE.

CALL THE PRESS
CONFERENCE FOR
TWO O'CLOCK IN THE
MAIN AUDITORIUM...

BEN'S FOLLOWING
US... HE MUST BE
GOING CRAZY TRYING
TO FIGURE OUT WHAT
I'M UP TO!

HE TRUSTED
ME ENOUGH
TO TAKE MY
ADVICE...

...I ONLY HOPE
HIS TRUST WAS
WELL-PLACED!

PARKER!
GET THAT
CAMERA
CLICKING,
MAN!

THIS IS AN
HISTORIC
MOMENT!

2:05 PM.

HOPE YOU
KNOW WHAT
YOU'RE DOING,
PETER!

IT'S BAD ENOUGH
THE CLONE'S
SKELETON IS IN
THEIR HANDS...

...BUT WITH YOU
STANDING RIGHT
THERE ON STAGE,
TAKING PICTURES...

...YOU'D BETTER
HAVE SOME KIND
OF PLAN IF "OUR"
FACE POPS UP ON
THAT SCREEN!

--BEEN WORKING
TIRELESSLY FOR THE
BETTER PART OF A
DECADE TO KEEP THESE
STREETS SAFE FROM THE
MENACE OF SPIDER-MAN
AND VIGILANTES LIKE
HIM...

"JUST NEED TO ASK HIM
A QUESTION ABOUT THE
SKELETON," HUH, BEN?

HOW
THOUGHTFUL
OF YOU TO
NOT WARN ME
ABOUT THIS...

...SO I CAN
FIND OUT
ABOUT IT
ON TV,
INSTEAD!

...AND SO, WITHOUT
ANY FURTHER ADO, I'D
LIKE TO **INTRODUCE**
YOU TO THE MAN WHO'LL
BE REVEALING THE
SKELETON'S TRUE
IDENTITY...

...WORLD-
RENOWNED
FORENSICS EXPERT,
**DOCTOR SHYAM
HOLKAR!**

THANK
YOU.

THE **COMPUTER
RECONSTRUCTION**
PROCESS WE INTEND
TO USE TODAY HAS BEEN
WELL-DOCUMENTED IN
THE PAGES OF THE
DAILY BUGLE...

...SO I WON'T
BORE YOU WITH
THE DETAILS.

I WILL
SIMPLY
BEGIN THE
PROCEDURE...
NOW!





AND SO WE FINALLY SEE...

...WHAT?!

THAT'S IMPOSSIBLE!

LOOK--IT'S THAT GUY ONSTAGE!

THE PHOTOGRAPHER!

WHAT'S HIS NAME?

FREELANCE GUY, WROTE THAT "WEBS" BOOK...

PARKER, THAT'S IT!

PETER PARKER!



I'M OBVIOUSLY NOT DEAD... SO WHAT WENT WRONG?

AAH, GEEZ...

NOTHING WENT WRONG! THE PROCESS WAS FLAWLESS--



BULL COOKIES! THAT'S THE SAME SCAN YOU DID ON PARKER EARLIER, HOLKAR...

...I WAS THERE WHEN YOU DID IT!

SOMEHOW THAT OLD SCAN GOT TRANSPOSED ONTO THIS ONE, DIDN'T IT?



THAT'S IMPOSSIBLE... AT LEAST, IT--IT SHOULD BE IMPOSSIBLE...

...I'LL HAVE TO RE-CHECK THE TRANSFER FILES, RECALIBRATE THE SYSTEM SOFTWARE, AND TRY ANOTHER SCAN IN A FEW HOURS--



NO!



NOT GONNA
HAPPEN, MY
FRIEND.

IT'S
OVER.

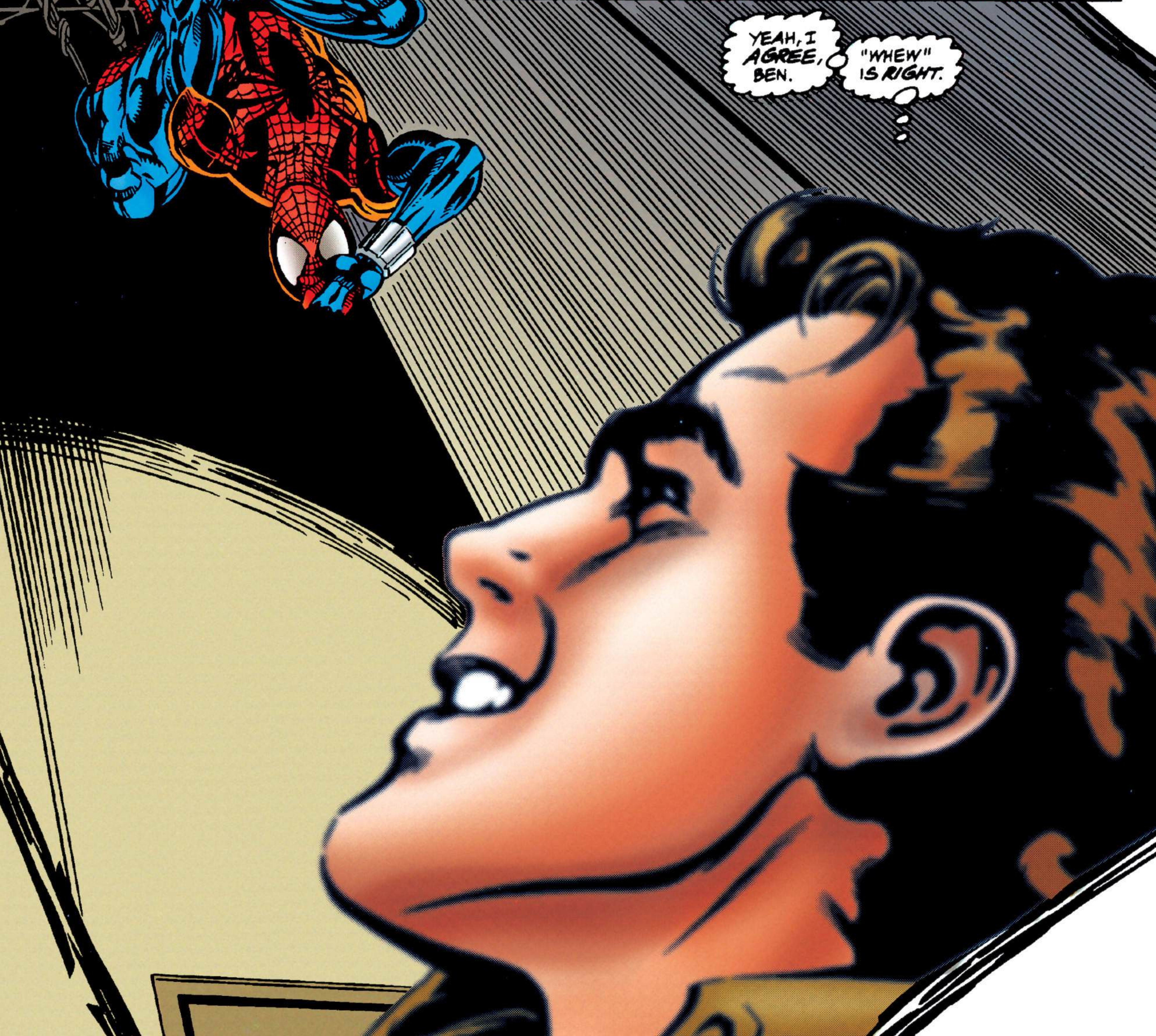
I THINK THE TAXPAYERS
OF NEW YORK CITY HAVE
HAD JUST ABOUT ENOUGH
OF YOU CHARLATANS.



AND I'D JUST LIKE
TO ADD THAT THE POLICE
DEPARTMENT APOLOGIZES
TO THE PUBLIC AND TO THE
LEGITIMATE PRESS FOR
INVOLVING ITSELF WITH THESE
UNRELIABLE, SELF-AGGRAN-
DIZING, OPPORTUNISTIC
PURVEYORS OF THE WORST KIND
OF YELLOW JOURNALISM...

YEAH, I
AGREE,
BEN.

"WHEW"
IS RIGHT.



THAT EVENING...

--ONLY WISH I COULD'VE SEEN JONAH'S FACE A LITTLE BETTER FROM WHERE I WAS HIDING.

WELL, DON'T WORRY, BEN... IT'LL BE PLASTERED ALL OVER TOMORROW'S *GLOBE*, AND *STAR*, AND *NEWS*... BASICALLY, ALL OVER EVERY PAPER BESIDES THE *BUGLE*.

JONAH'S THE LAUGHINGSTOCK OF THE ENTIRE COUNTRY.

OF COURSE, HE DOESN'T REALIZE THAT HE AND HOLKAR HAD ACTUALLY GOTTEN IT RIGHT... AND HE NEVER WILL!

YEAH, WELL, YOU TWO CAN GLOAT ALL YOU WANT.

BUT THE NEXT TIME YOU KEEP ME IN THE DARK ABOUT ONE OF THESE SITUATIONS-- LIKE, SAY, PETER BEING *STALKED* WHEN HE DOESN'T HAVE HIS *POWERS* ANYMORE...

...I SWEAR I'LL KNOCK YOUR HEADS TOGETHER SO HARD YOU'LL BOTH THINK YOU'RE CLONES.

WELL, NO MATTER WHAT WE ULTIMATELY FIND OUT ABOUT OURSELVES, PETER, YOU PROVED ONE THING TODAY...

... WE BOTH HAVE THE MOST IMPORTANT SUPER-POWER OF ALL...

...*BRAIN* POWER!

MAYBE...

...BUT A LITTLE *LUCK* NEVER HURTS, EITHER!

The End

K-KLUNK

MARVEL[®]
COMICS



SPIDER-MAN

JUNE '96 69

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPIDER'S PREY

JRJR
AW

GENTLEMEN,
YOU HAVE
DISAPPOINTED
ME.

TELL
ME THIS,
CELL-12...

...HOW
IS IT THAT
WE ARE ALL THE
RECIPIENTS OF
THE SAME GREAT
CYBERNETIC
TECHNOLOGY,
AND YET...

...YOU
ARE ALL SUCH
LOSERS?

His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE PRESENTS:
SPIDER-MAN

IT BEGINS WITH A BANG NOT A WHIMPER!

STORY & ART

HOWARD MACKIE • JOHN ROMITA, JR. • AL WILLIAMSON

LETTERING

RICHARD STARKINGS AND COMICRAFT

COLORS

KEVIN TINSLEY

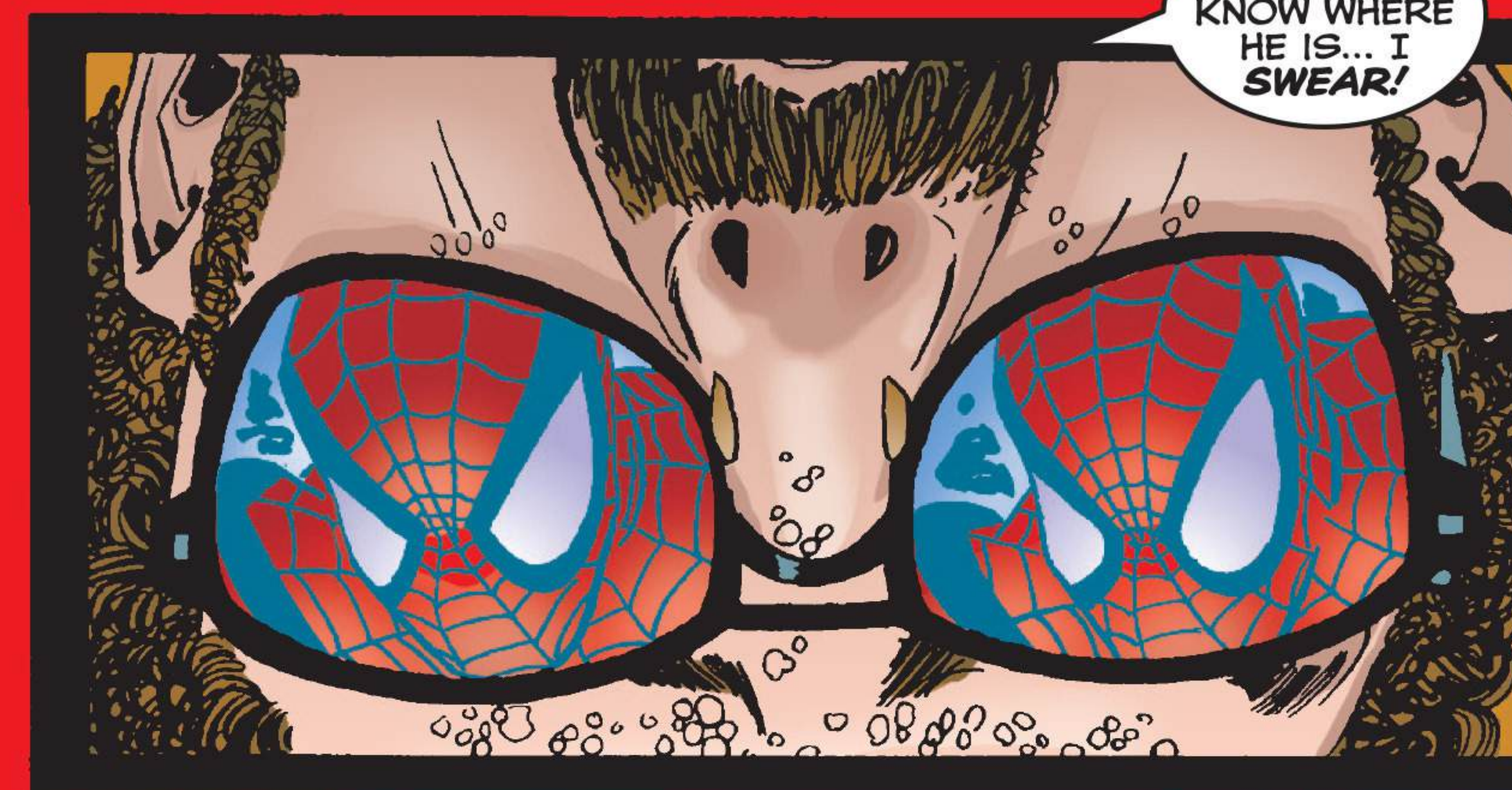
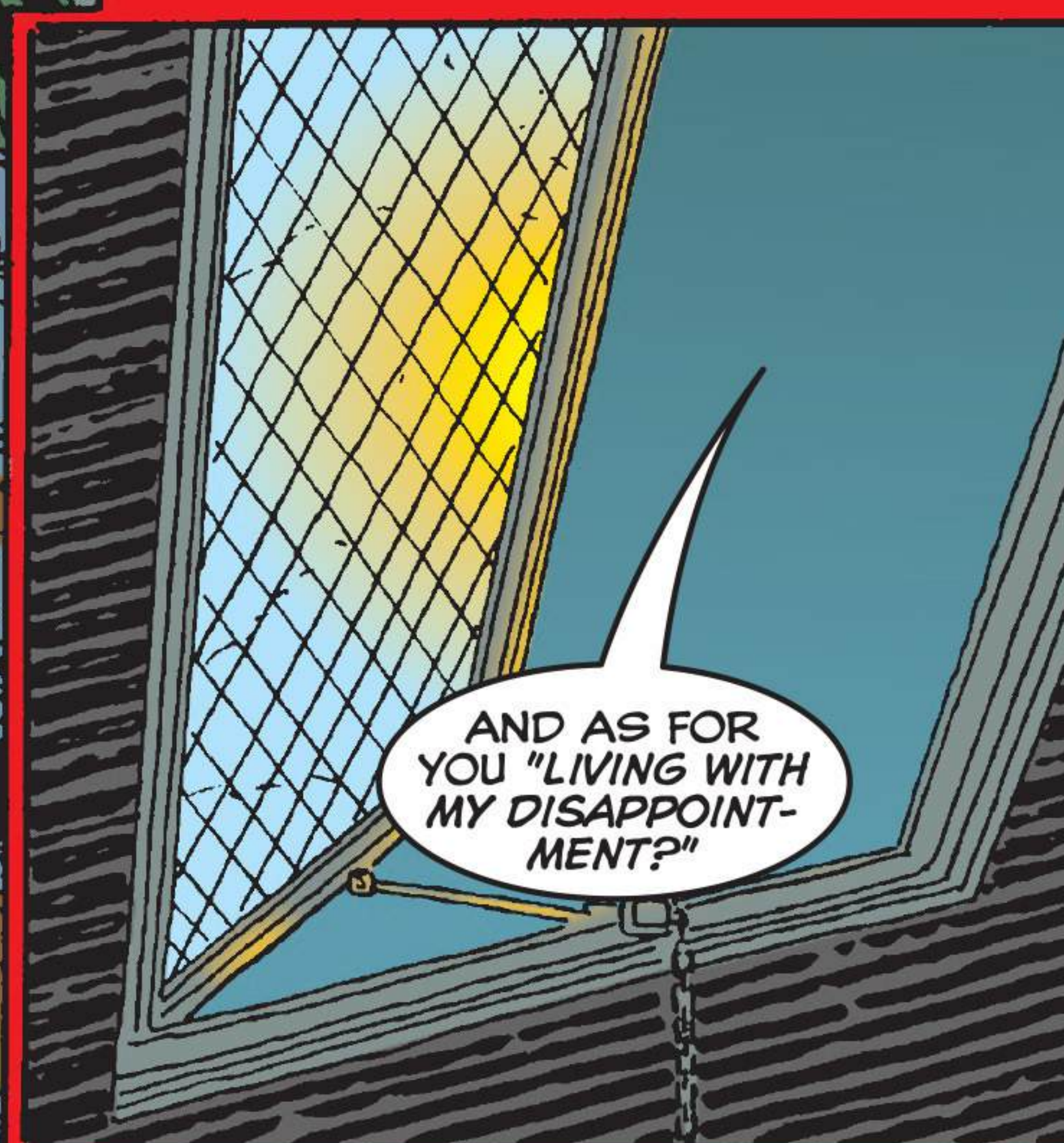
EDITOR

RALPH MACCHIO

CHIEF

BOB HARRAS

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TSK! TSK! DIDN'T YOUR MOMMY EVER WARN YOU ABOUT SWEARING, VINNIE?

THEN AGAIN, DIDN'T SHE WARN YOU ABOUT SQUANDERING THOSE YEARS OF MEDICAL SCHOOL TO GO TO WORK FOR THE UNDERWORLD, DOC?

NOW AGAIN... WHERE CAN I FIND THE HOBGOBLIN?

I-I'M TELLING YOU... I CAN'T...

YOU'RE KILLING ME HERE! I THINK MY NOSE IS BLEEDING!

DON'T WORRY, YOU'RE A DOCTOR... YOU'LL LIVE. NOW, I CAN STAY HERE ALL NIGHT.

I CAN'T!

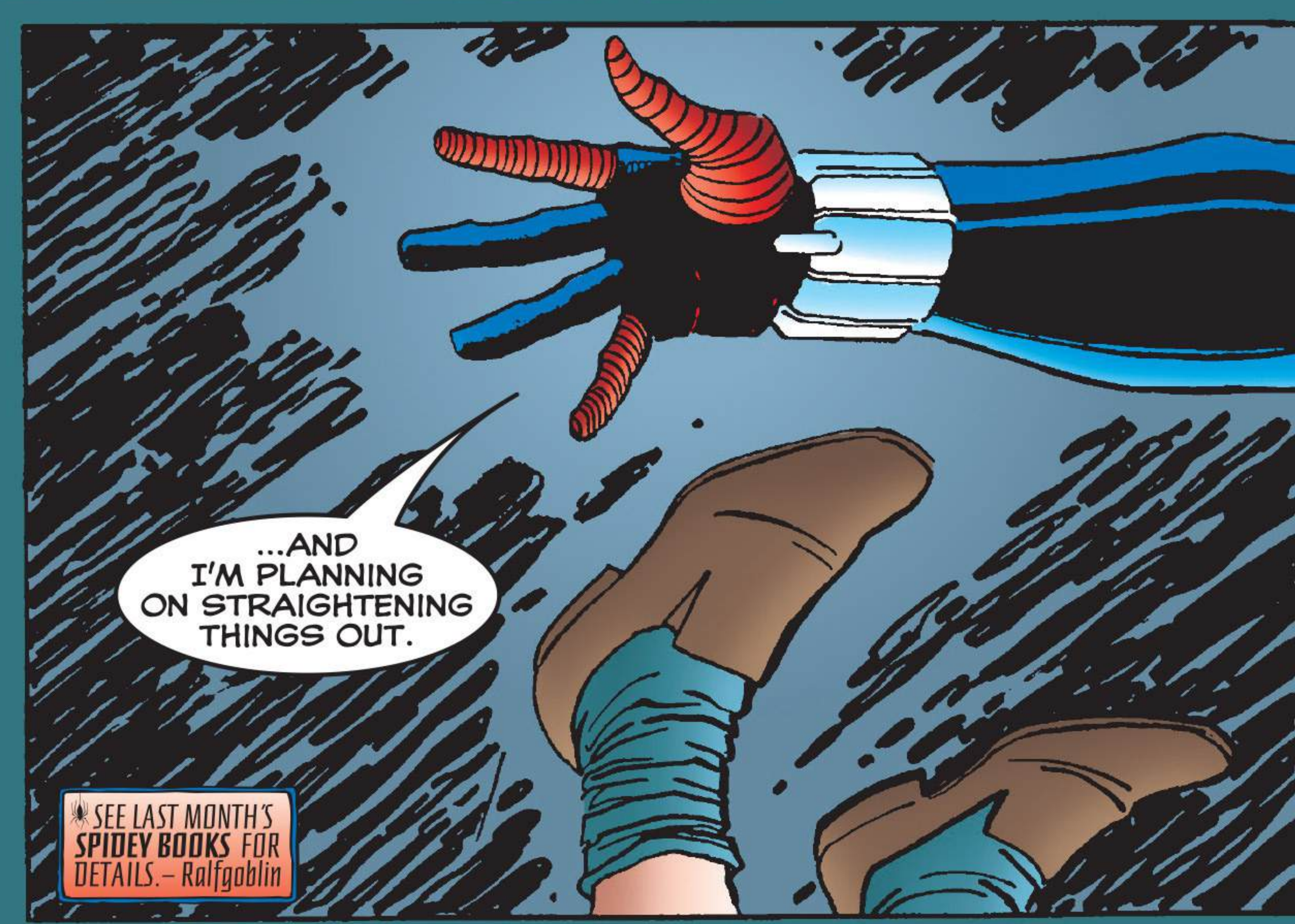


THAT GUY'S DANGEROUS...! YOU DON'T KNOW WHAT HE'S CAPABLE OF!



Oh, BUT I DO!

YOU, SEE, HOBGOBLIN WAS MESSING IN THE LIVES OF A COUPLE OF FRIENDS OF MINE. TURNED THEIR LIVES UPSIDE DOWN *...



...AND I'M PLANNING ON STRAIGHTENING THINGS OUT.

SEE LAST MONTH'S SPIDEY BOOKS FOR DETAILS. - Ralfgoblin

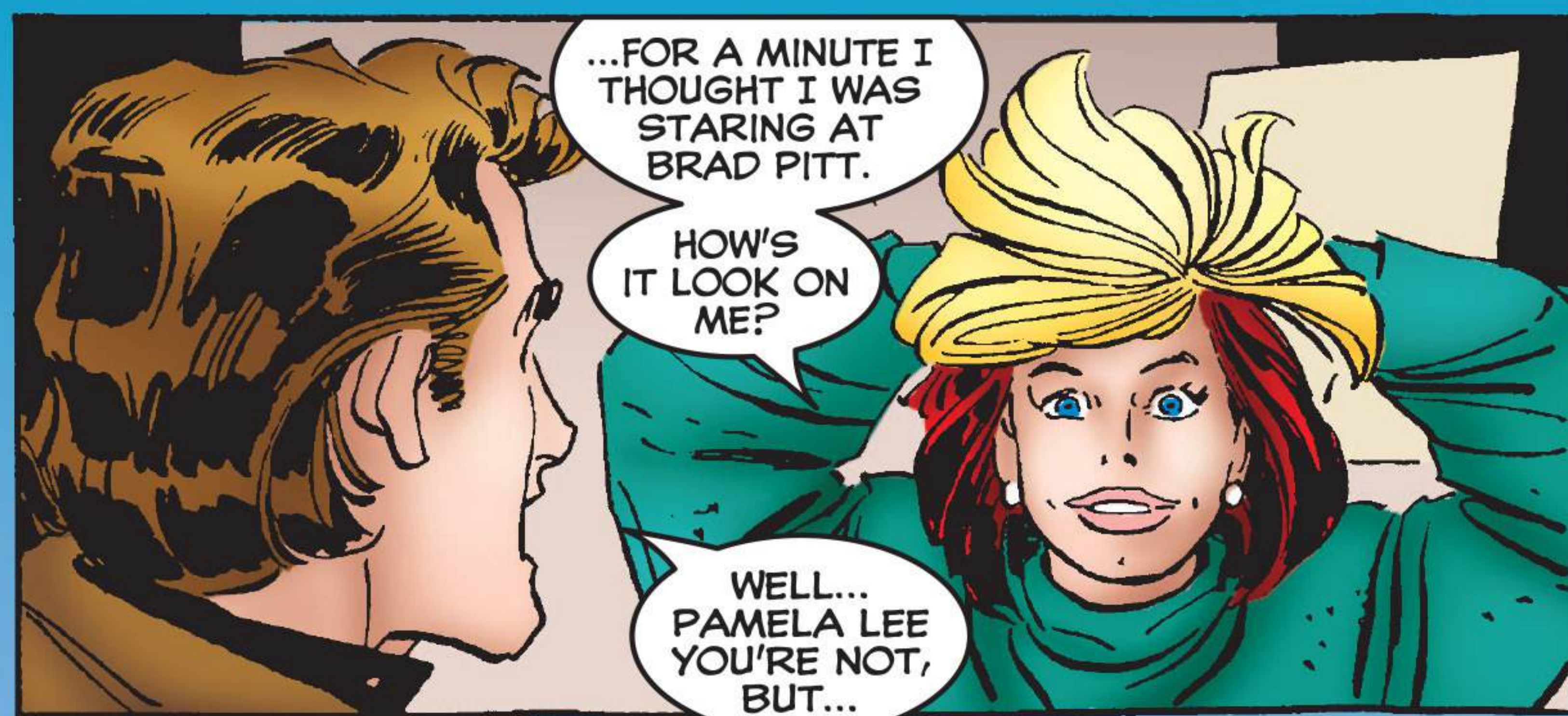
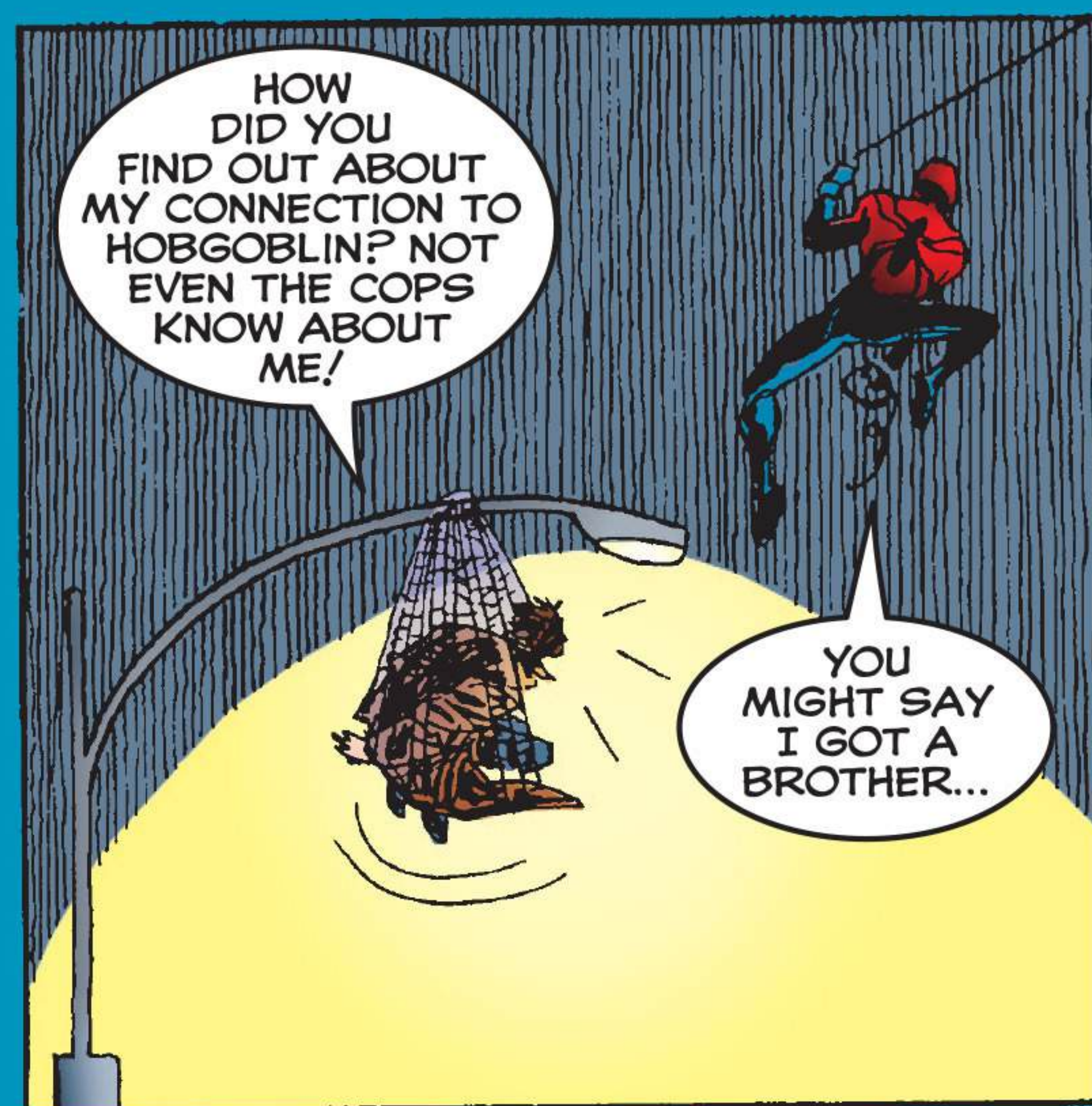


I'LL TALK!
I'LL TALK!



I'LL...

...TALK.





...I THINK I CAN SETTLE FOR SOMEONE TEN TIMES AS BEAUTIFUL, MARY JANE.

GOOD SAVE, BUDDY.

HEY, NOW THAT I'M NOT WEB-SLINGING, I'VE GOT TO TAKE MY RISKS WHERE I CAN.



SPEAKING OF WHICH... I WONDER HOW BEN IS DOING WITH THE LEAD I GOT HIM AT THE BUGLE ON THAT UNDERWORLD DOCTOR?

I'M SURE BEN CAN HANDLE HIMSELF, BUT...



...SPEAKING OF THE **BUGLE**...

...WHAT DO YOU THINK JONAH WANTS TO TALK TO YOU ABOUT THIS AFTERNOON?

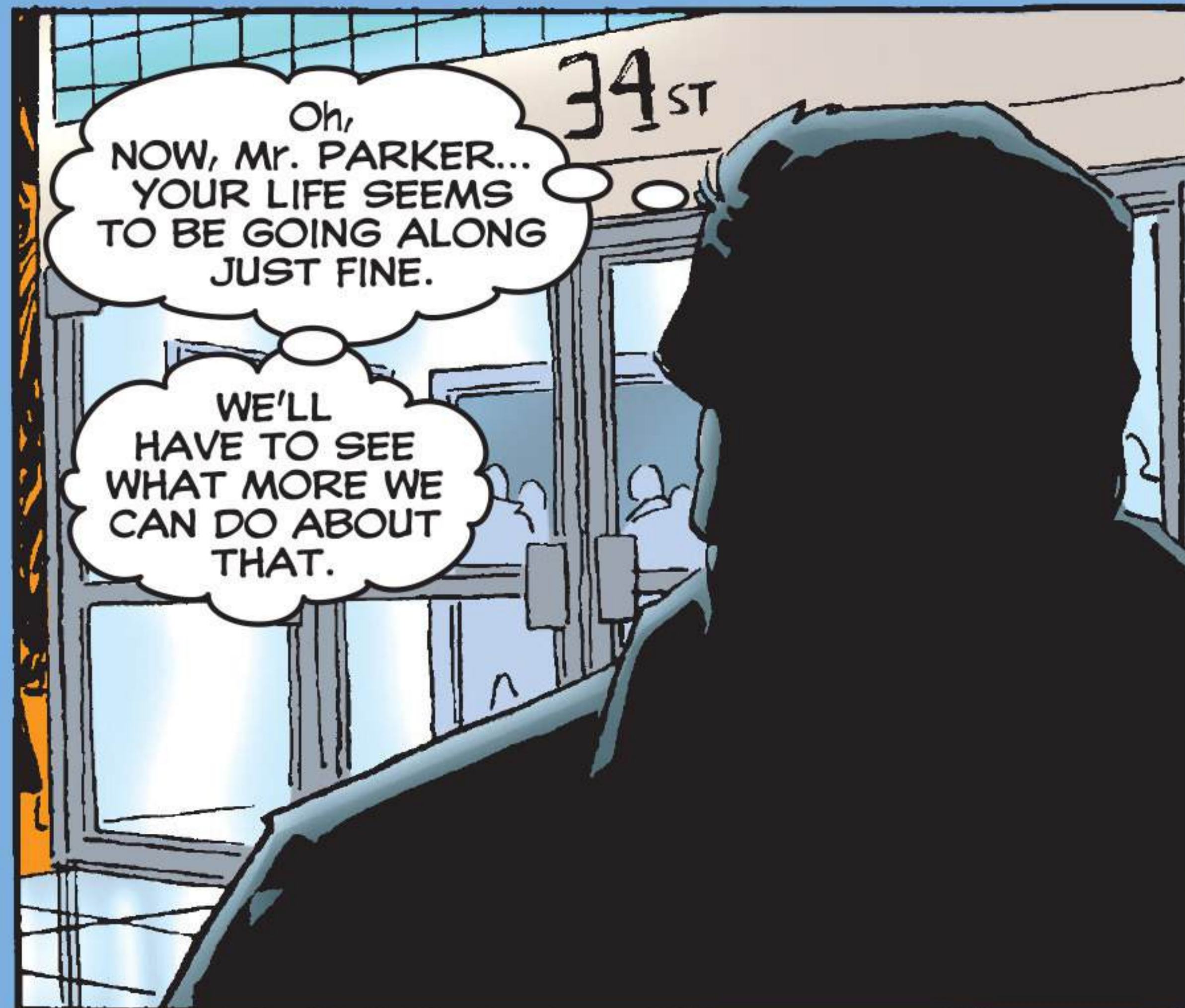


PROBABLY JUST WANTS TO SETTLE UP NOW THAT THE WHOLE SKELETON THING IS SETTLED.

AND THEN YOU AND I CAN GET BACK TO OUR LIFE IN PORTLAND.

DO YOU EVER MISS IT BACK HERE?

MAYBE... A LITTLE.



Oh, NOW, Mr. PARKER... YOUR LIFE SEEMS TO BE GOING ALONG JUST FINE.

WE'LL HAVE TO SEE WHAT MORE WE CAN DO ABOUT THAT.

THE DAILY GRIND WAS
ONCE A NEIGHBORHOOD
LANDMARK.

A FAMILY-OWNED BUSINESS... A
PLACE TO HANG OUT AND SHARE
A CUP OF COFFEE WITH A FRIEND.

THE PLACE AT WHICH BEN
REILLY CHOSE TO START
REBUILDING HIS LIFE IN
NEW YORK CITY AFTER A
FIVE-YEAR EXILE.

BUT THAT WAS ALL BEFORE
THE HOBGOBLIN SET UPON
THE TASK OF TEARING THE
LIVES OF PETER PARKER
AND BEN REILLY APART ONE
PIECE AT A TIME.

THE DAILY GRIND
WAS SET ABLAZE...

...AND BEN REILLY
WAS FRAMED FOR IT.

AND NOW, AS SHIRLEY WASHINGTON STARTS
TRYING TO REBUILD THE BUSINESS SHE SPENT
HER LIFE CREATING...

...SHE RECEIVES A
MOST UNEXPECTED
VISIT.

MOM?
IT'S...

...SPIDER-
MAN! WAY
COOL!

DEVON! GET OVER
HERE... NOW!

SORRY IF
I FRIGHTENED
YOU, MA'AM...

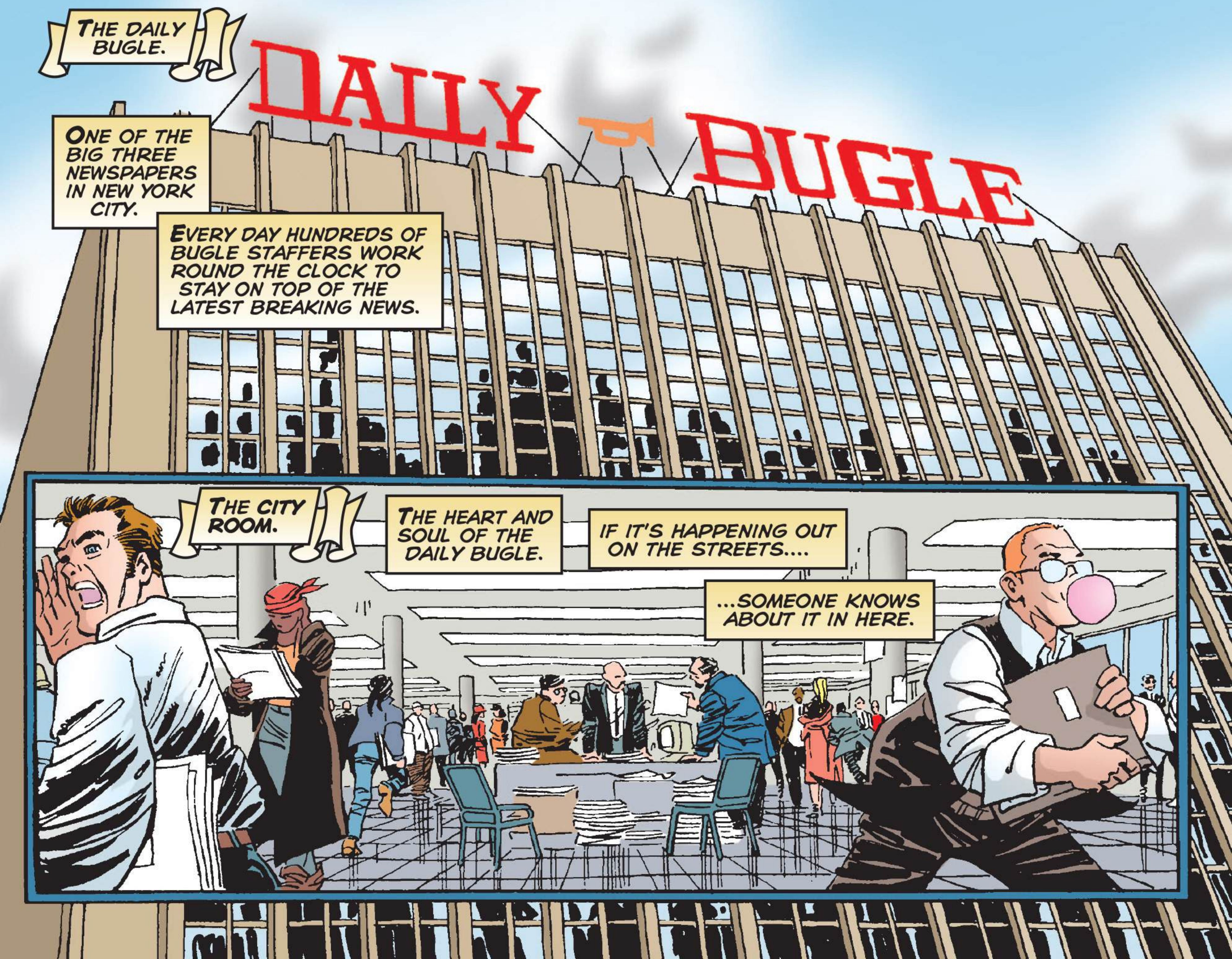
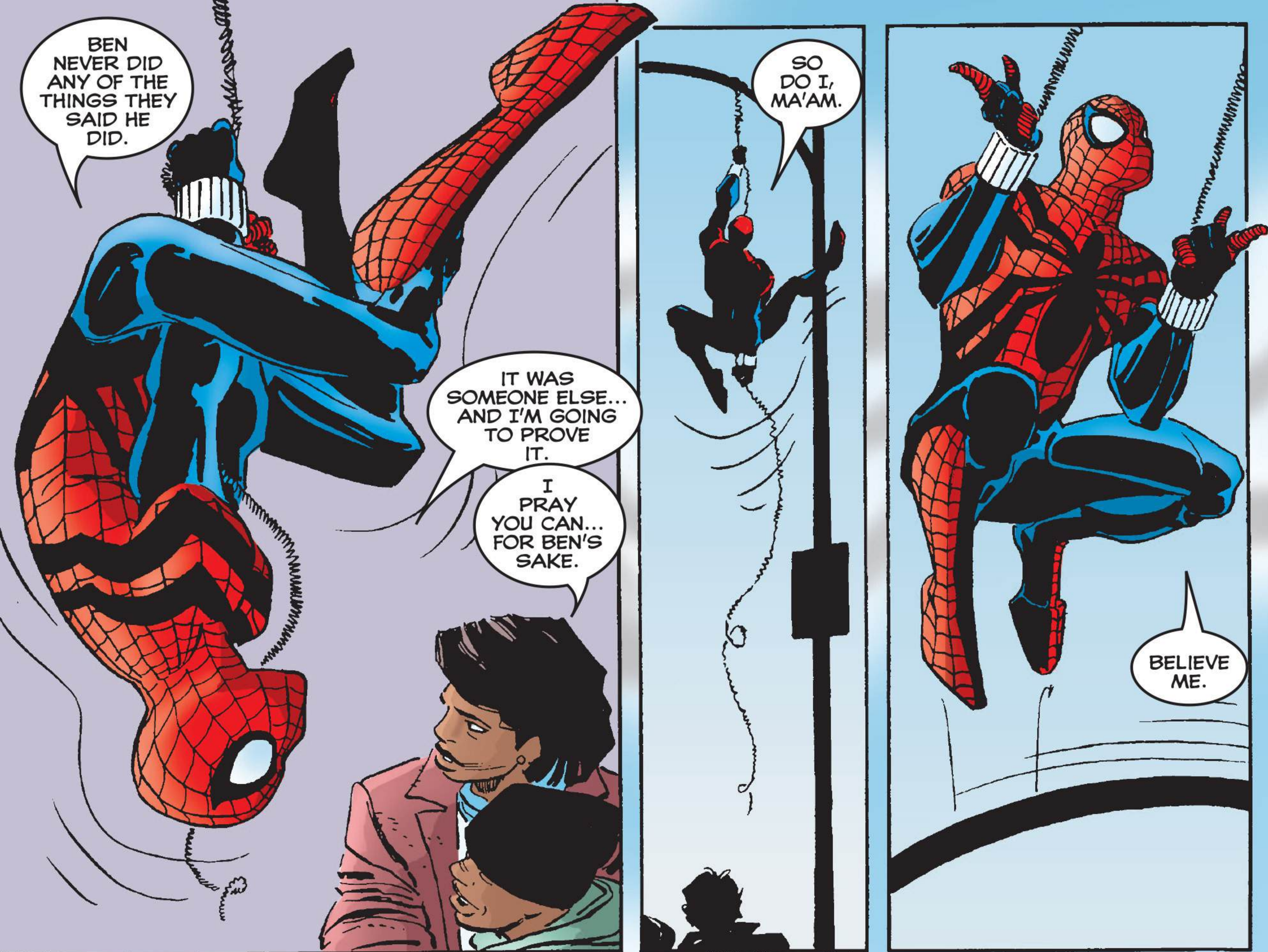
...BUT I
JUST WANTED
TO TELL YOU HOW
SORRY I AM
THAT THIS ALL
HAPPENED...

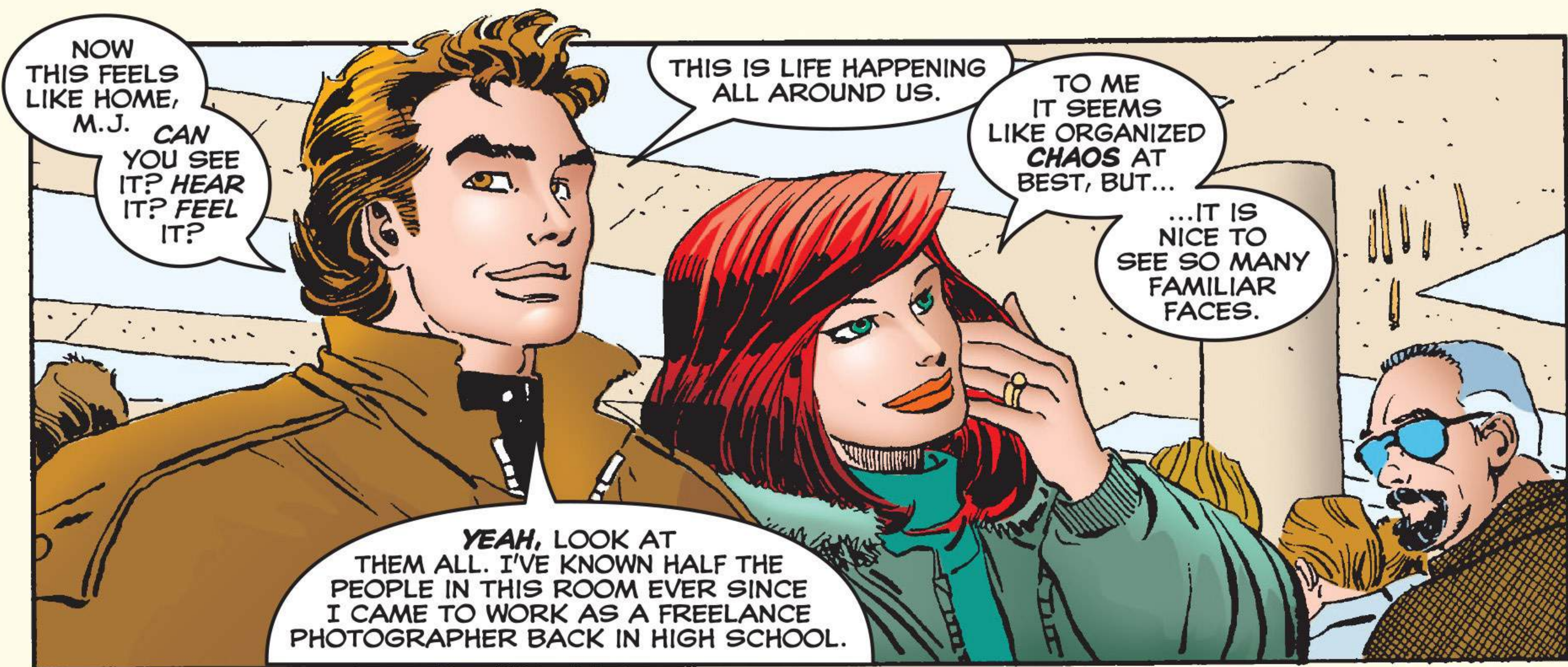
I ALSO
WANTED TO
PROMISE THAT I'M
GOING TO BRING THE
PERSON RESPONSIBLE
FOR WHAT
HAPPENED HERE
TO JUSTICE.

COOL!
YOU'RE GONNA
GO AFTER
BEN. ALL
RIGHT!

...AND
HOW GLAD I
AM TO SEE YOU
REBUILDING.

NO.
THE MAN
WHO WORKED
HERE WASN'T
RESPONSIBLE
FOR THE
FIRE.





NOW THIS FEELS LIKE HOME, M.J.

CAN YOU SEE IT? HEAR IT? FEEL IT?

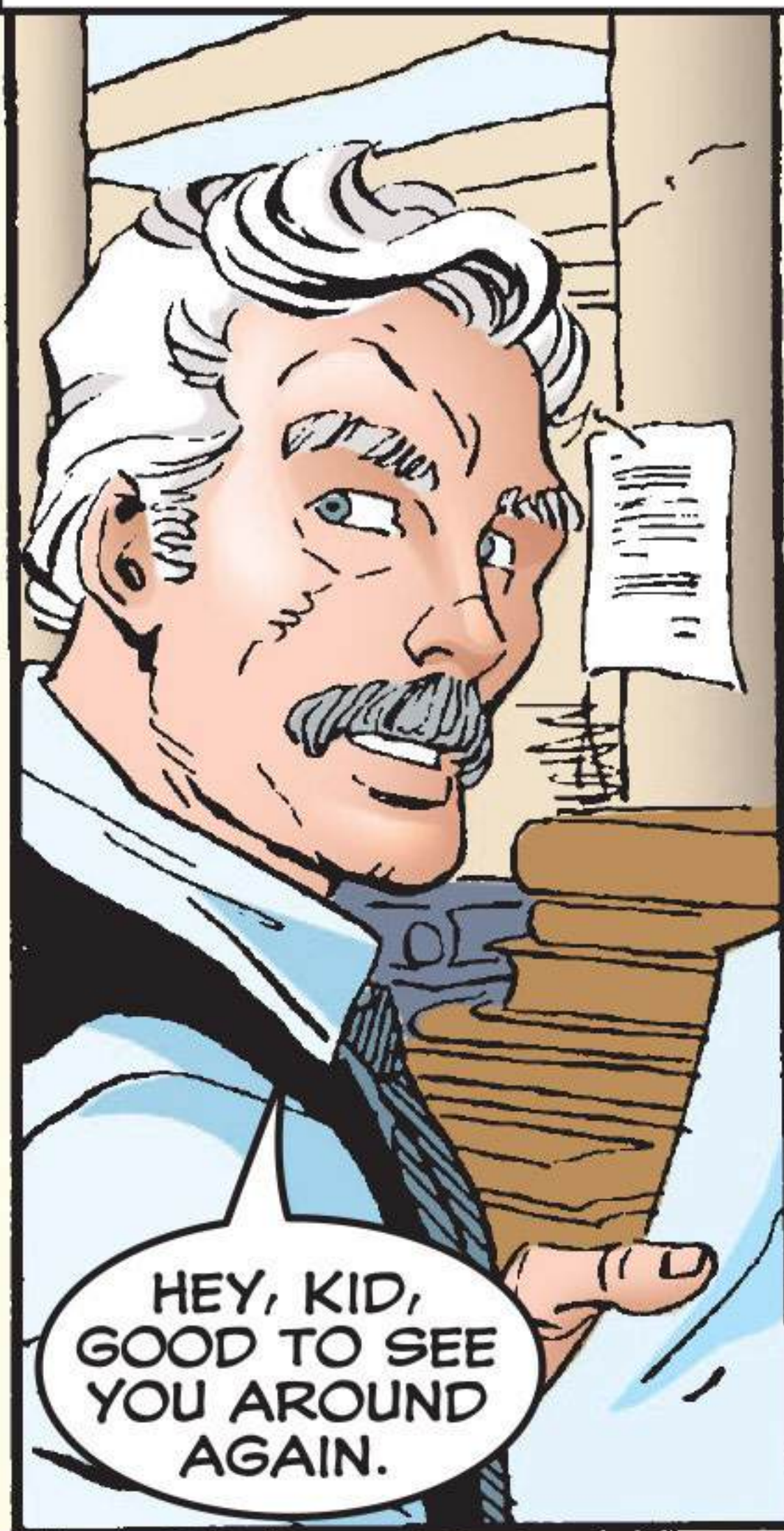
THIS IS LIFE HAPPENING ALL AROUND US.

TO ME IT SEEMS LIKE ORGANIZED CHAOS AT BEST, BUT...

...IT IS NICE TO SEE SO MANY FAMILIAR FACES.

YEAH, LOOK AT THEM ALL. I'VE KNOWN HALF THE PEOPLE IN THIS ROOM EVER SINCE I CAME TO WORK AS A FREELANCE PHOTOGRAPHER BACK IN HIGH SCHOOL.

"THERE'S CHARLIE SNOW. HE'S FORGOTTEN MORE ABOUT REPORTING THAN MOST PEOPLE KNOW."



HEY, KID, GOOD TO SEE YOU AROUND AGAIN.

"ANN MACINTOSH... ALWAYS A FRIENDLY FACE, BUT WE NEVER REALLY CONNECTED."



NICE TO SEE YOU AGAIN, PETER.

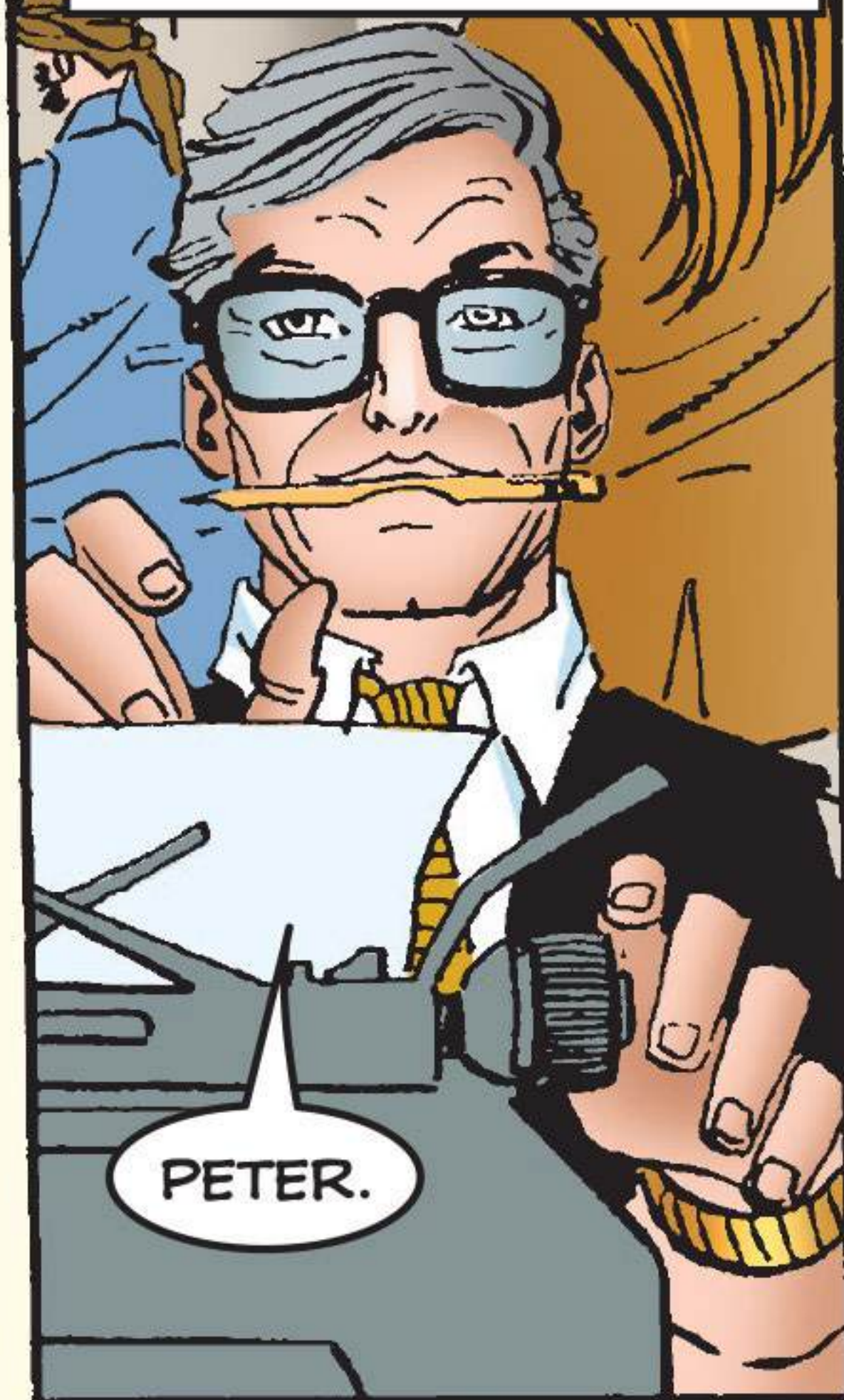
PETE! MJ! LOVE TO TALK, BUT I'VE GOT A DEADLINE!



LET'S GET TOGETHER FOR DINNER BEFORE YOU LEAVE.

"BETTY BRANT... MY FIRST GROWN-UP CRUSH... AND A GOOD FRIEND."

"BEN URICH... THE PULITZER PRIZE HE WON A FEW YEARS BACK HASN'T KEPT HIM OFF THE STREETS IN SEARCH OF THE NEXT BREAKING STORY."



PETER.

"KEN ELLIS... STARTED A FEW YEARS BACK. HE'S AMBITIOUS... TOO MUCH FOR MY LIKING. I DON'T TRUST HIM."



"BUT ANGELA YIN SEEMS LIKE A GOOD KID... AND A FANTASTIC PHOTOGRAPHER!"



"AND GLORY GRANT... GUARDING THE ENTRANCE TO JONAH'S OFFICE."



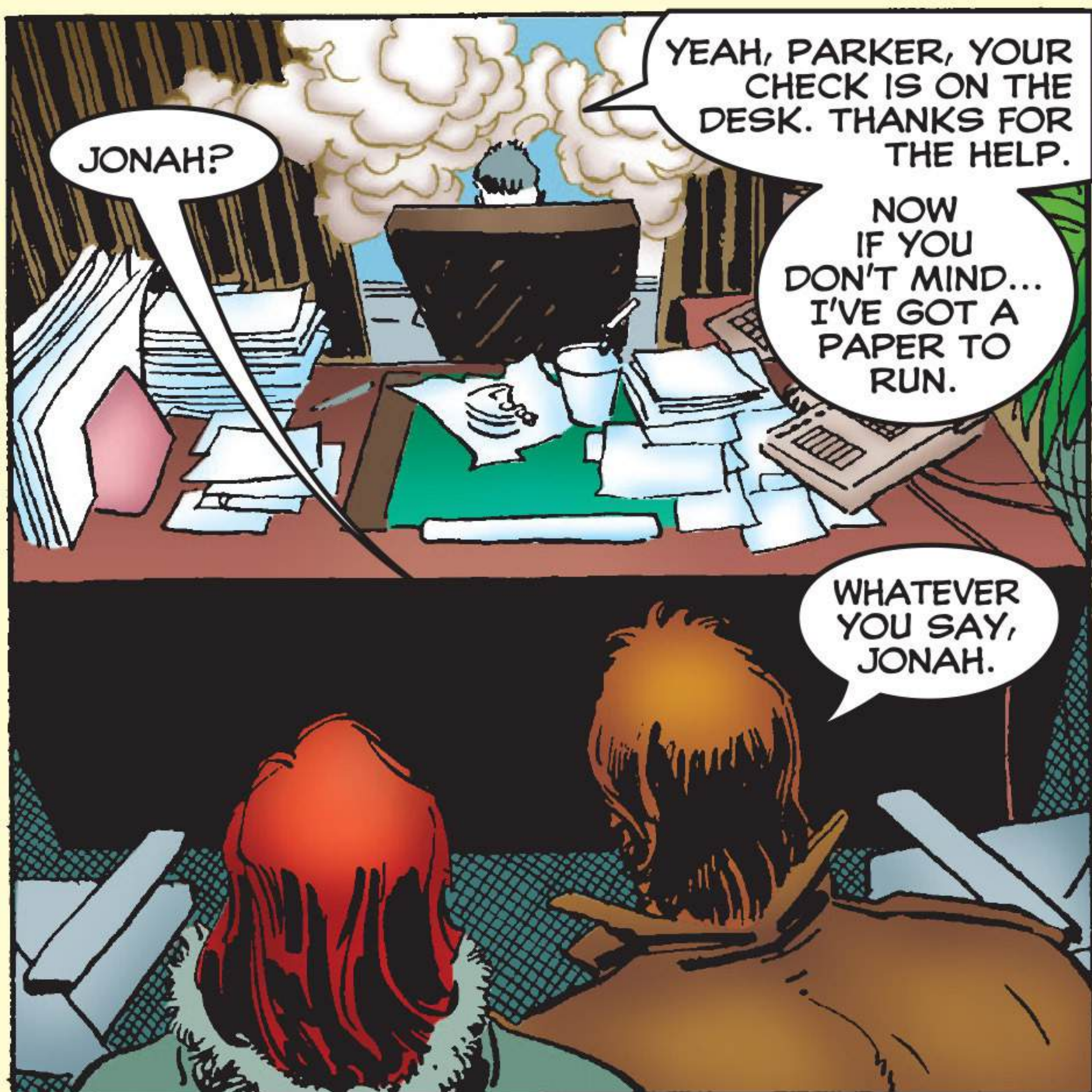
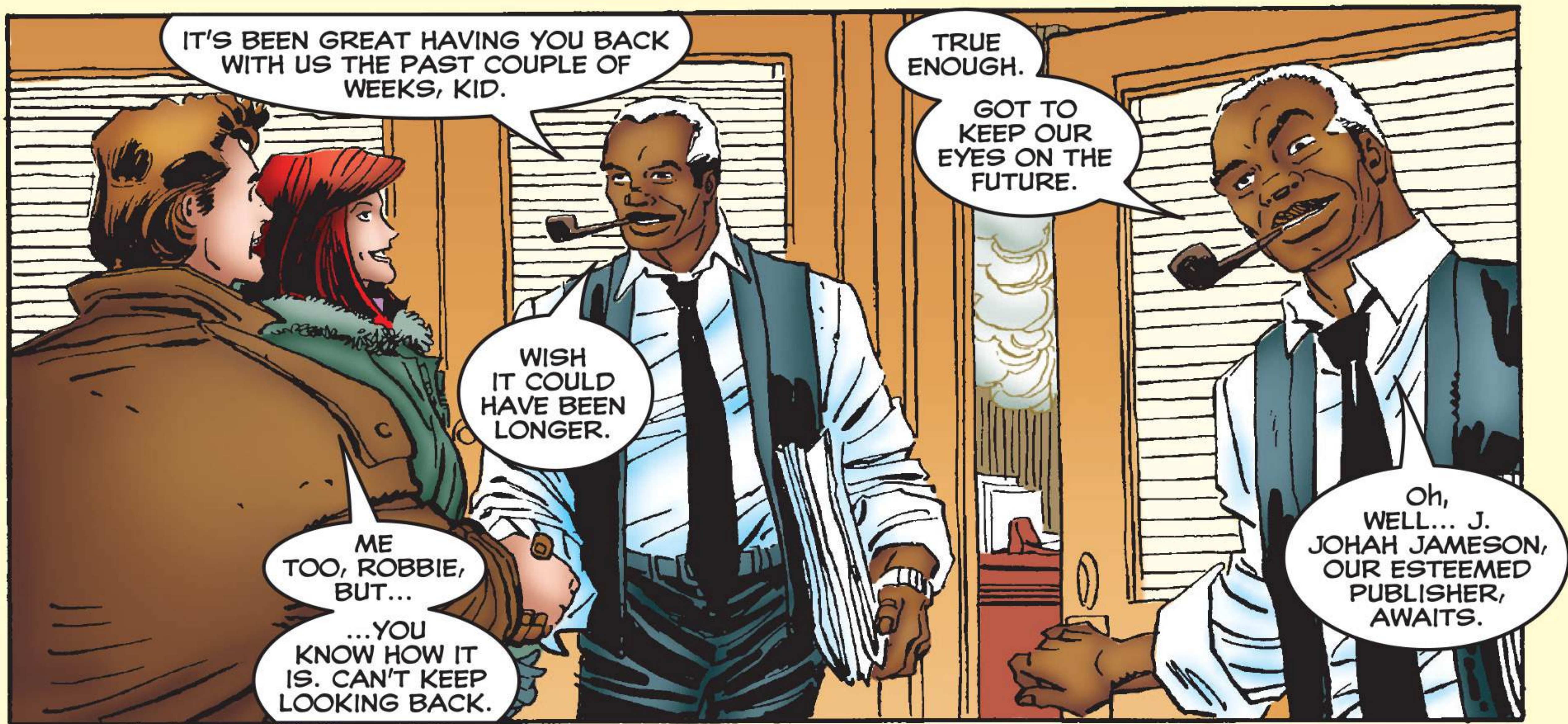
HEY, GLORY, IS THE BOSS IN?

IN -- AND IN AS SWEET A MOOD AS EVER.

COME ON... EVERYONE IS ALWAYS MISJUDGING J.J... HE'S JUST A BIG OLD TEDDY BEAR UNDERNEATH IT ALL.



"ROBBIE ROBERTSON. WHAT WOULD THE BUGLE BE WITHOUT HIM?"



A SHORT
TIME LATER...

I
DON'T
KNOW, MJ...
DO WE REALLY
WANT TO COME
BACK?

WE'RE
JUST FINALLY
GETTING SETTLED
DOWN IN
PORTLAND.

ALL
I'M SAYING
IS WE SHOULD
SERIOUSLY THINK
ABOUT THE OFFER.



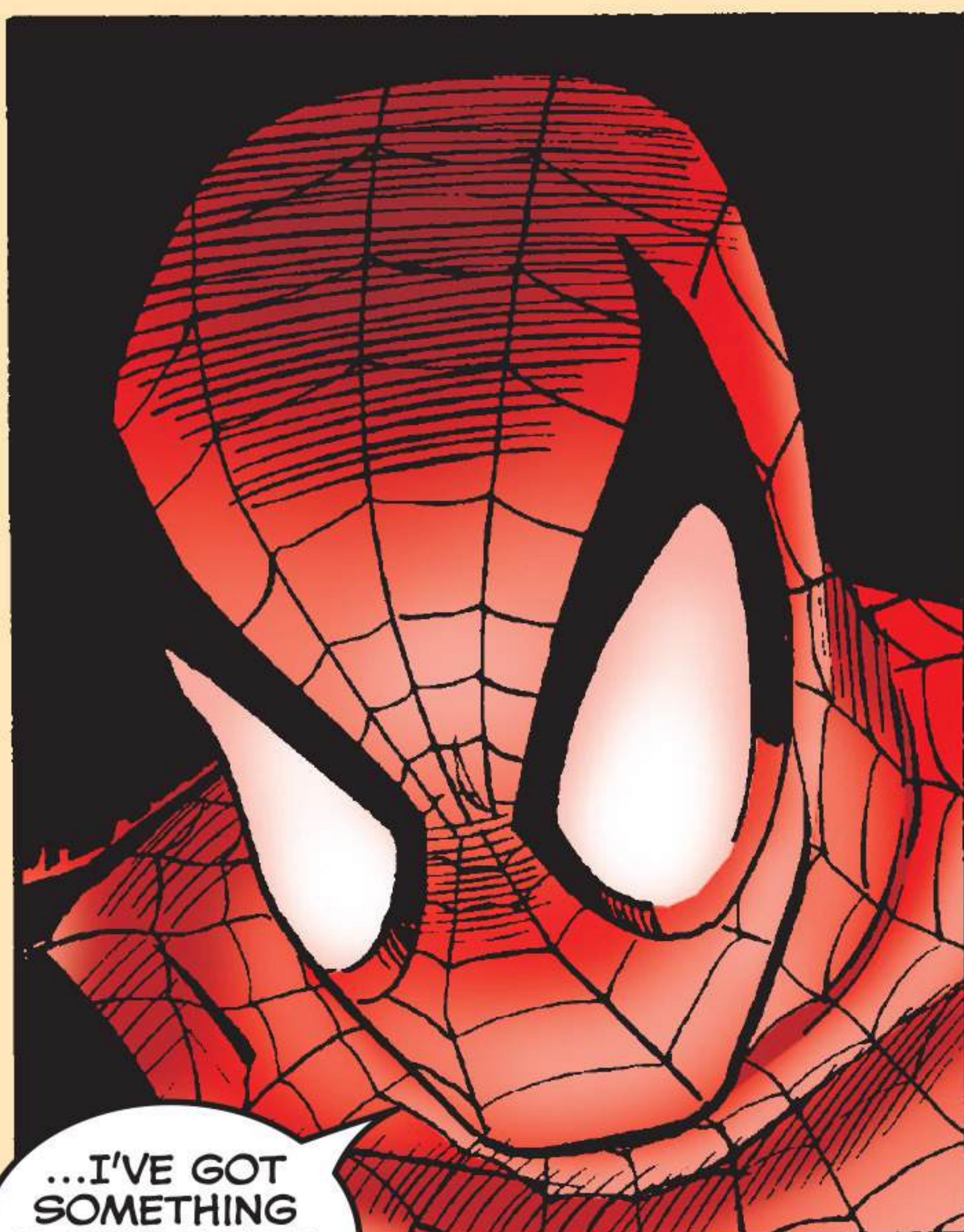
OKAY...
SO WHAT
DO YOU
THINK?

WHOA!

I THINK...
WE'VE GOT
COMPANY.

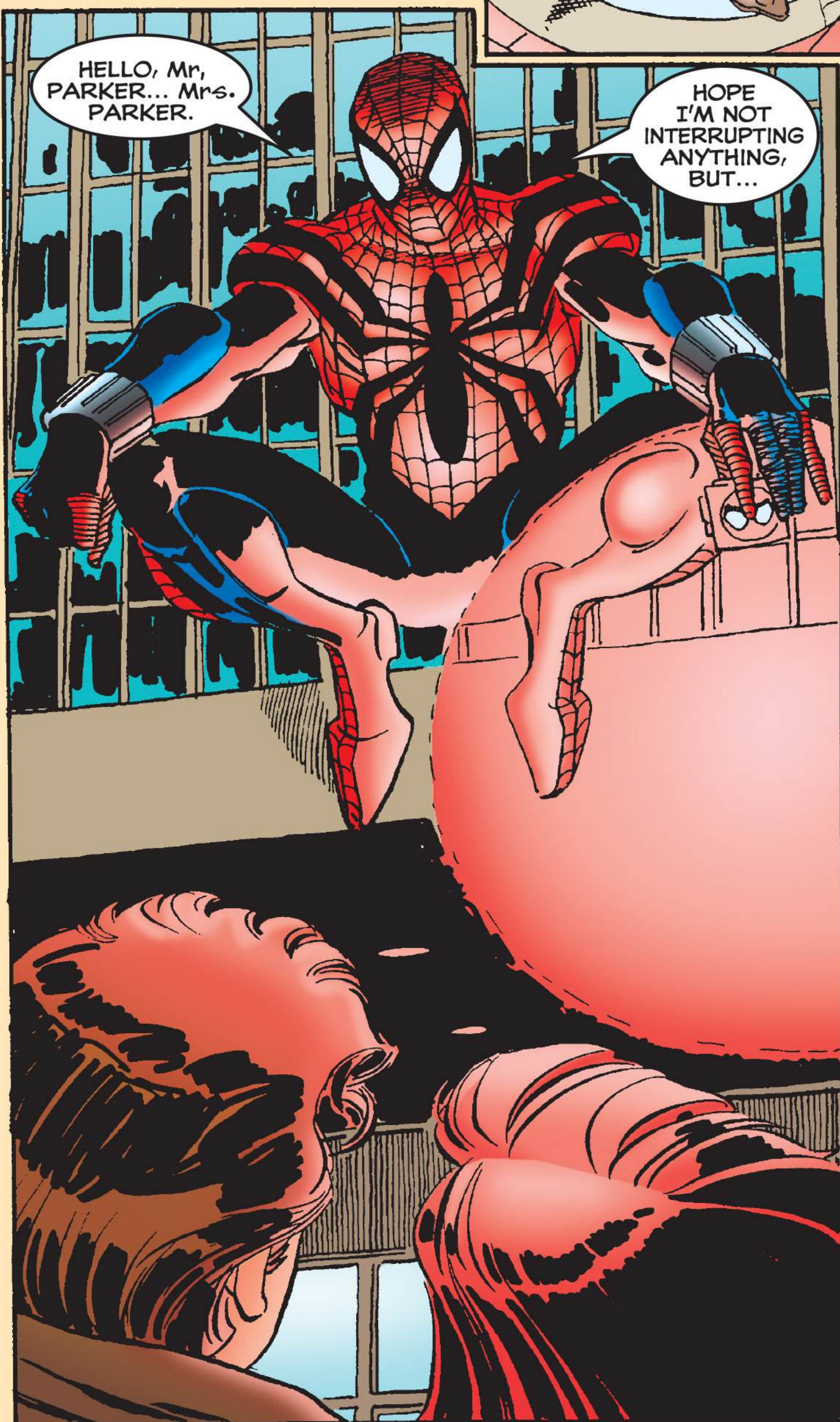
HELLO, Mr,
PARKER... Mrs.
PARKER.

HOPE
I'M NOT
INTERRUPTING
ANYTHING,
BUT...



...I'VE GOT
SOMETHING
I COULD USE
YOUR HELP
WITH.

YOU
GOT IT,
SPIDER-
MAN.



THE DARK AND
ABANDONED MACRAY
WAREHOUSE ON
THE LOWER EAST
SIDE OF MANHATTAN.

WHAT
AM I DOING
THIS ALL
FOR?

I
HAVE NO
HOME.

JUST
ONE WAREHOUSE
AFTER ANOTHER WHICH I
USE THE MONEY FROM MY
MERCENARY ACTIVITIES
TO DECORATE WITH
THE FANCIEST
TRAPPINGS.

I
HAVE NO
FRIENDS.

MY
EX-WIFE
WOULD JUST AS
SOON SEE ME
DEAD...

...MY
SON HATES
AND FEARS
ME.

I
HAVE NO
LOYALTIES
TO ANY
CAUSE.

I'VE
GOT POWER,
MONEY... AND NOW
THESE FANCY
CYBERNETICS,
BUT...

...WHEN
IT COMES
RIGHT DOWN
TO IT...

FOR DETAILS, SEE
SPIDER-MAN #49 -
Sniff, Ralf

...I'VE...

...GOT...

...NOTHING!

AND
TO TOP IT
ALL OFF...

...NOW I'M
TALKING TO
MYSELF.

MAYBE I
DON'T NEED THIS
ANYMORE?

PERHAPS
NOT, Mr.
MACENDALE,
BUT...

...WHAT
REAL CHOICE
DO YOU
HAVE?

I WAS
WONDERING
WHEN YOU WERE
GOING TO SHOW.
WHERE ARE WE
HEADING... WHAT
ARE WE DOING
NEXT?

WE
ARE DOING
NOTHING,
HOBGOBLIN.

YOUR ROLE IN THIS LITTLE
PLAY IS OVER. YOU ARE FREE
TO GO ABOUT YOUR DULL
AND DREARY EXISTENCE
AS YOU SEE
FIT.

FINAL
FUNDS HAVE
BEEN TRANSFERRED
TO YOUR MOSCOW
ACCOUNT. MAKE NO
FURTHER ATTEMPT
TO CONTACT OR
FIND ME.

EXCUSE
ME? WAIT A
MINUTE!

IT
WASN'T EVER
ABOUT **JUST** THE
MONEY! I CAN PICK UP
MONEY **ANYWHERE!**

I WAS LOOKING TO
GET IN ON SOMETHING
BIGGER.

WHY DO
YOU THINK I
VOLUNTEERED TO
UNDERGO THIS
CYBERNETIC
GARBAGE? I GAVE
UP PART OF
MY **LIFE** FOR
YOU!

YOU
PROMISED
ME! YOU OWE
ME --

HUGPH!

I
OWE YOU
NOTHING!

I NEVER PROMISED ANYTHING.

YEAH... I GET IT. YOU'RE CUTTING ME OFF. JUST LIKE THAT? JUST LIKE I DID CELL-12.

NO... I'M ALLOWING YOU TO **LIVE**... FOR NOW.

BUT I AM "**CUTTING YOU OFF.**"

AS I WILL SOME DAY UNDOUBTEDLY BE CUT OFF BY THE ONE FOR WHOM I AM WORKING.

Oh, AND MACENDALE, YOU'RE ABOUT TO HAVE COMPANY.

SPIDER-MAN IS COMING FOR YOU. DO NOT, UNDER **ANY** CIRCUMSTANCE, KILL HIM.

HURT HIM ALL YOU WISH, BUT KILL HIM, AND...

LOOK FOR ME... AND YOU **DIE**. RAISE YOUR HAND AGAINST ME... AND YOU **DIE**. BETRAY ME AND --

AND I DIE.

KTKKSSK

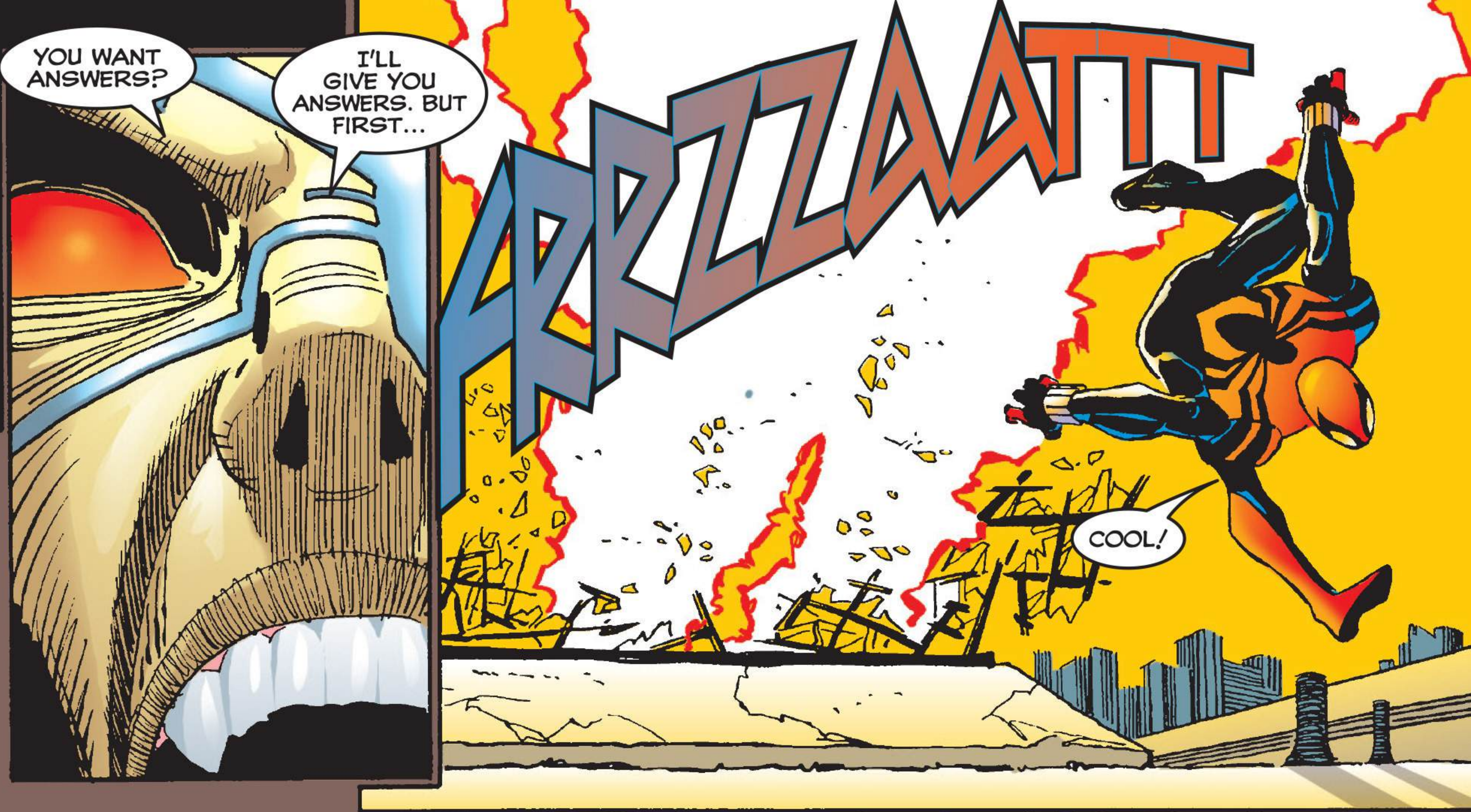
HEY, HOBBY! WHAT'S HAPPENING?

BEEN LOOKING ALL OVER FOR YOU!

YOU AND I HAVE SOME **MAJOR** UNFINISHED BUSINESS TO TAKE CARE OF!

LIKE... I WANT TO KNOW WHO PUT YOU UP TO BURNING DOWN THE DAILY GRIND!

AND **THAT'S** JUST THE **FIRST** ANSWER I WANT!



YOU WANT ANSWERS?

I'LL GIVE YOU ANSWERS. BUT FIRST...

COOL!



WHERE ARE YOU, SPIDER-MAN?

DID YOU SUDDENLY REMEMBER THE BEATING I PUT YOU THROUGH LAST WEEK*...

SEE LAST ISSUE.
- Ralf, The Answer Man.



...AND DECIDE THAT ANSWERS WEREN'T WORTH THE PAIN?

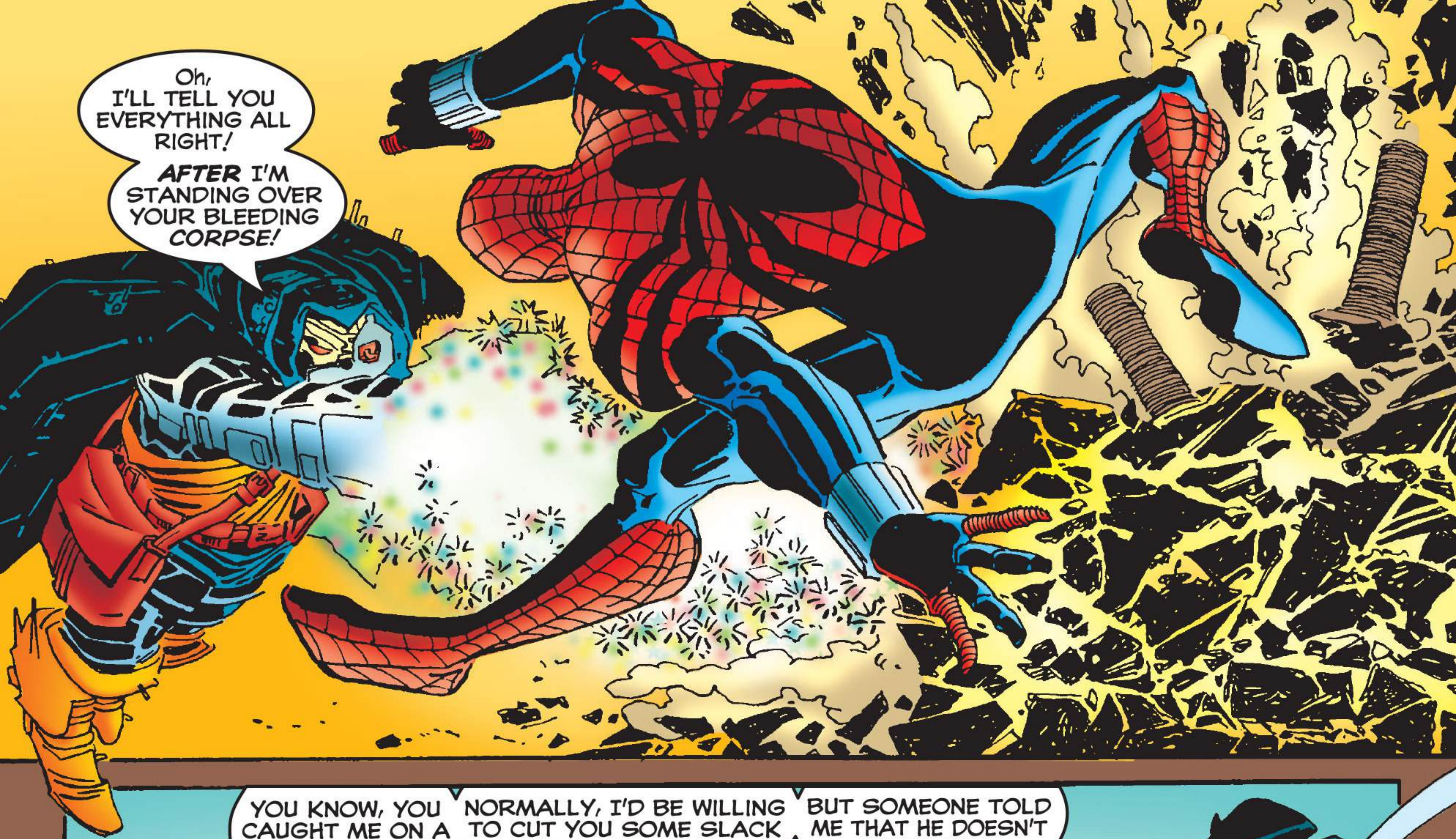


NOW... ANYTIME YOU WANT TO TELL ME WHY YOU GOT INTERESTED IN PETER PARKER AND BEN REILLY... I'M ALL EARS.

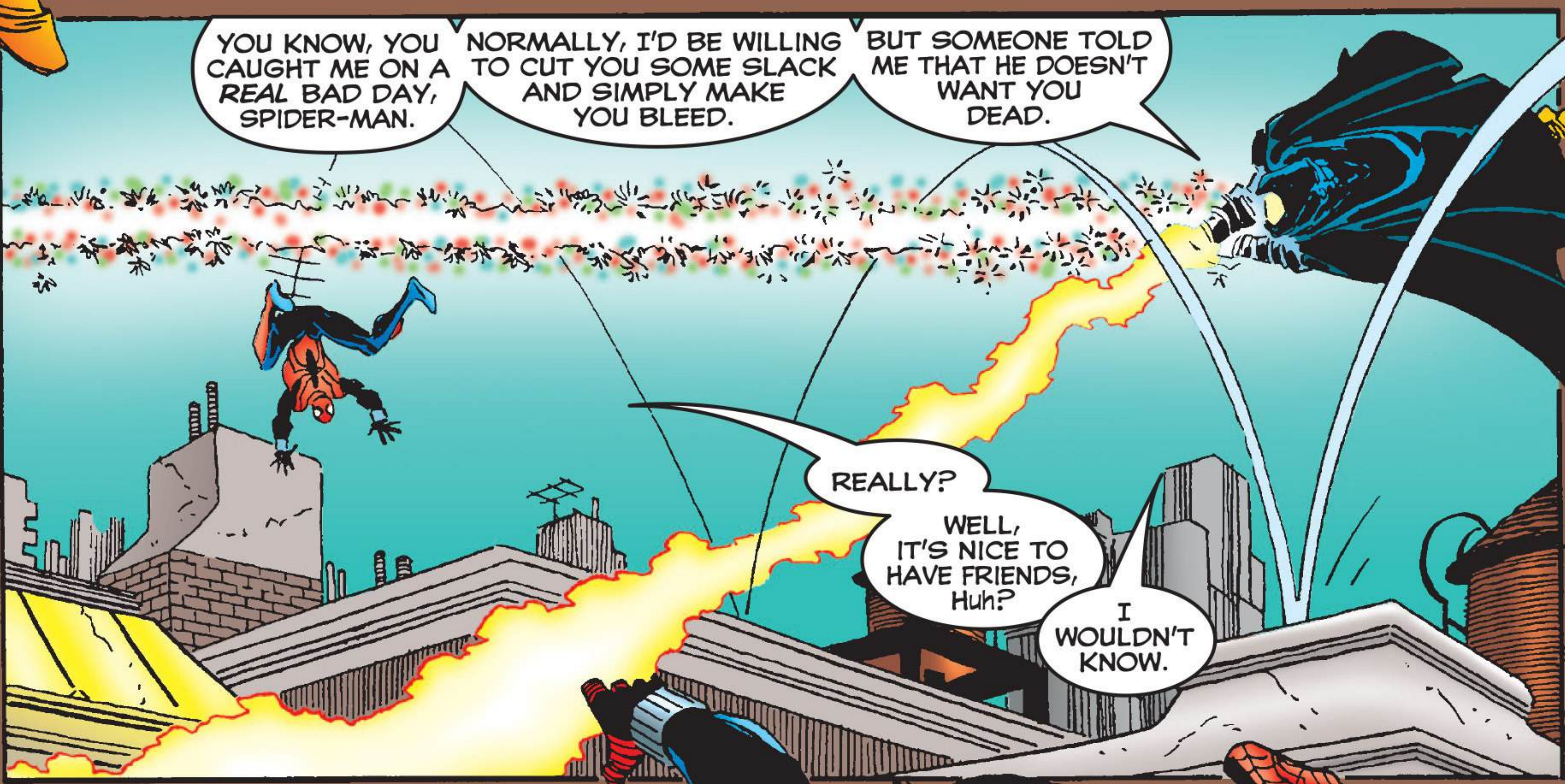
YOU REALLY COULD HELP US EXPEDITE THIS WHOLE THING.

OTHERWISE IT'S FIGHT, FIGHT, FIGHT... WEB, WEB, WEB... PUMPKIN BOMB, PUMPKIN BOMB...

...AND THEN YOU TELL ME EVERYTHING ANYWAY.



Oh,
I'LL TELL YOU
EVERYTHING ALL
RIGHT!
**AFTER I'M
STANDING OVER
YOUR BLEEDING
CORPSE!**



YOU KNOW, YOU
CAUGHT ME ON A
REAL BAD DAY,
SPIDER-MAN.

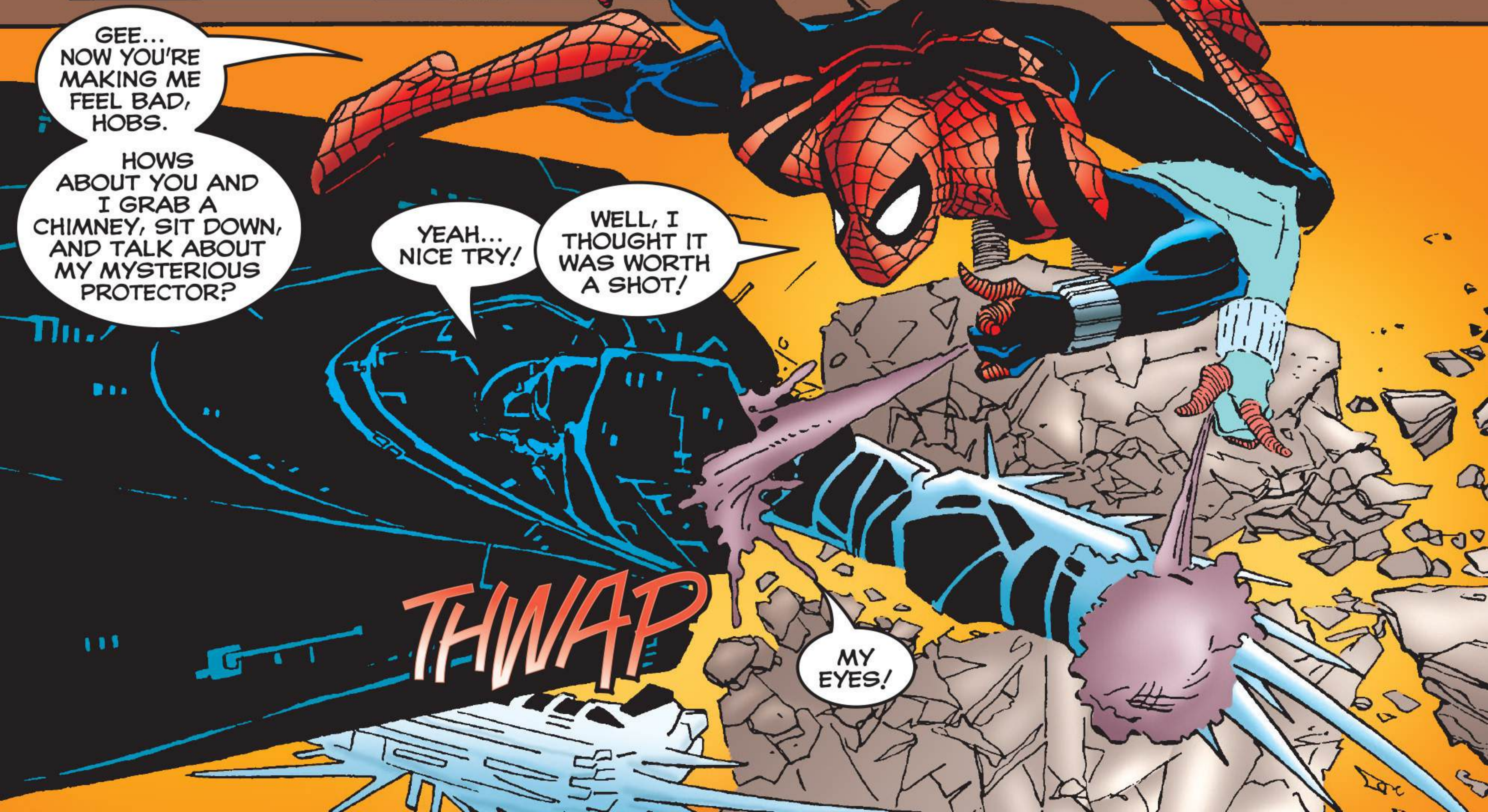
NORMALLY, I'D BE WILLING
TO CUT YOU SOME SLACK
AND SIMPLY MAKE
YOU BLEED.

BUT SOMEONE TOLD
ME THAT HE DOESN'T
WANT YOU
DEAD.

REALLY?

WELL,
IT'S NICE TO
HAVE FRIENDS,
Huh?

I
WOULDN'T
KNOW.



GEE...
NOW YOU'RE
MAKING ME
FEEL BAD,
HOBBS.

HOWS
ABOUT YOU AND
I GRAB A
CHIMNEY, SIT DOWN,
AND TALK ABOUT
MY MYSTERIOUS
PROTECTOR?

YEAH...
NICE TRY!

WELL, I
THOUGHT IT
WAS WORTH
A SHOT!

MY
EYES!

THWAP

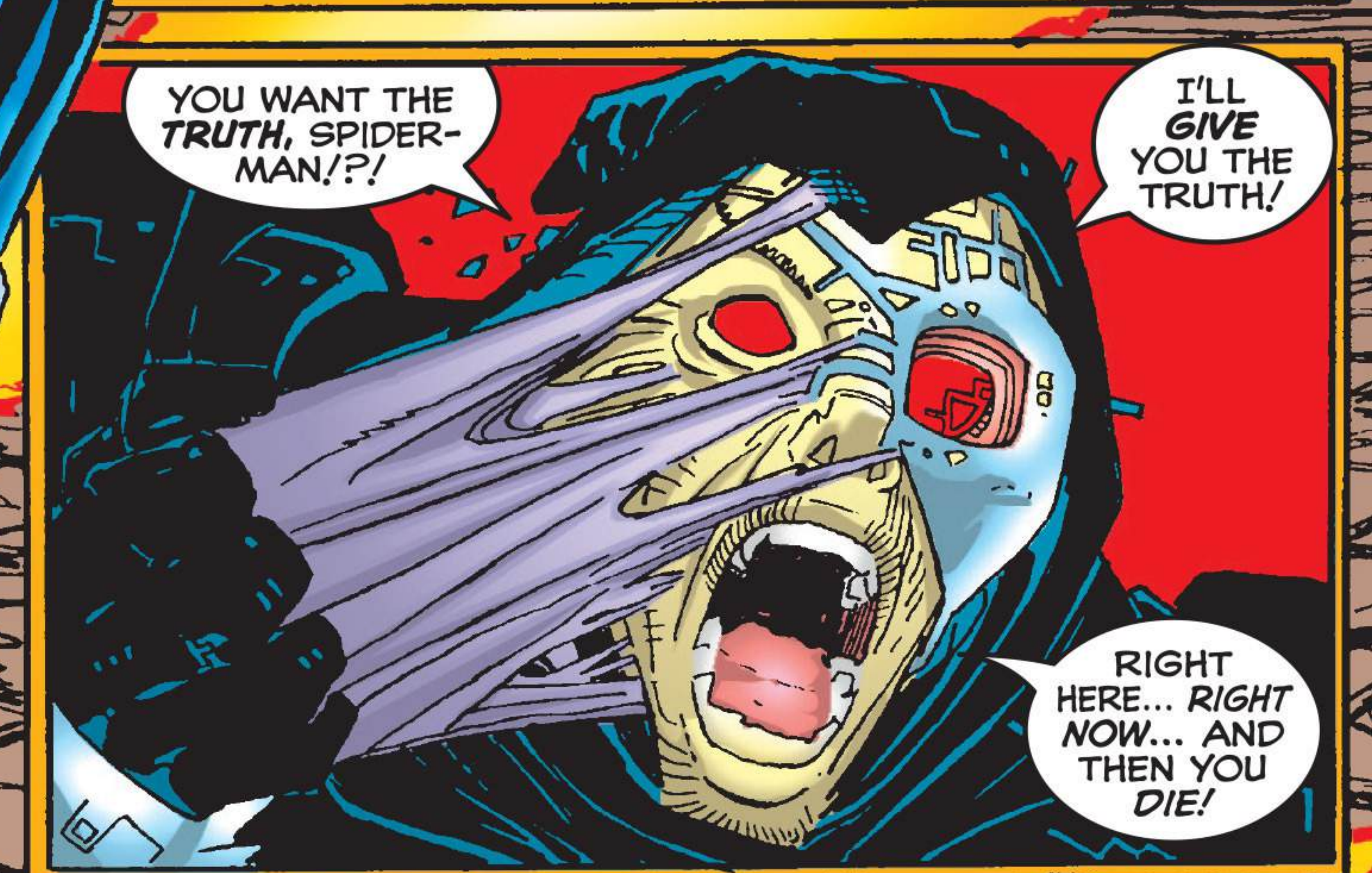


I KNOW...
DON'T YOU JUST
HATE WHEN THIS
HAPPENS?
SO... WHAT
DO YOU SAY...
YOU READY TO
TALK YET?



IF YOU DON'T WANT TO DO THE
CHIMNEY THING, WE COULD ALWAYS
GO BACK INTO YOUR LUSHLY
DECORATED ABANDONED
WAREHOUSE.

BY THE
WAY... PRETTY
ORIGINAL
CHOICE OF
LOCATIONS.



YOU WANT THE
TRUTH, SPIDER-
MAN?!?

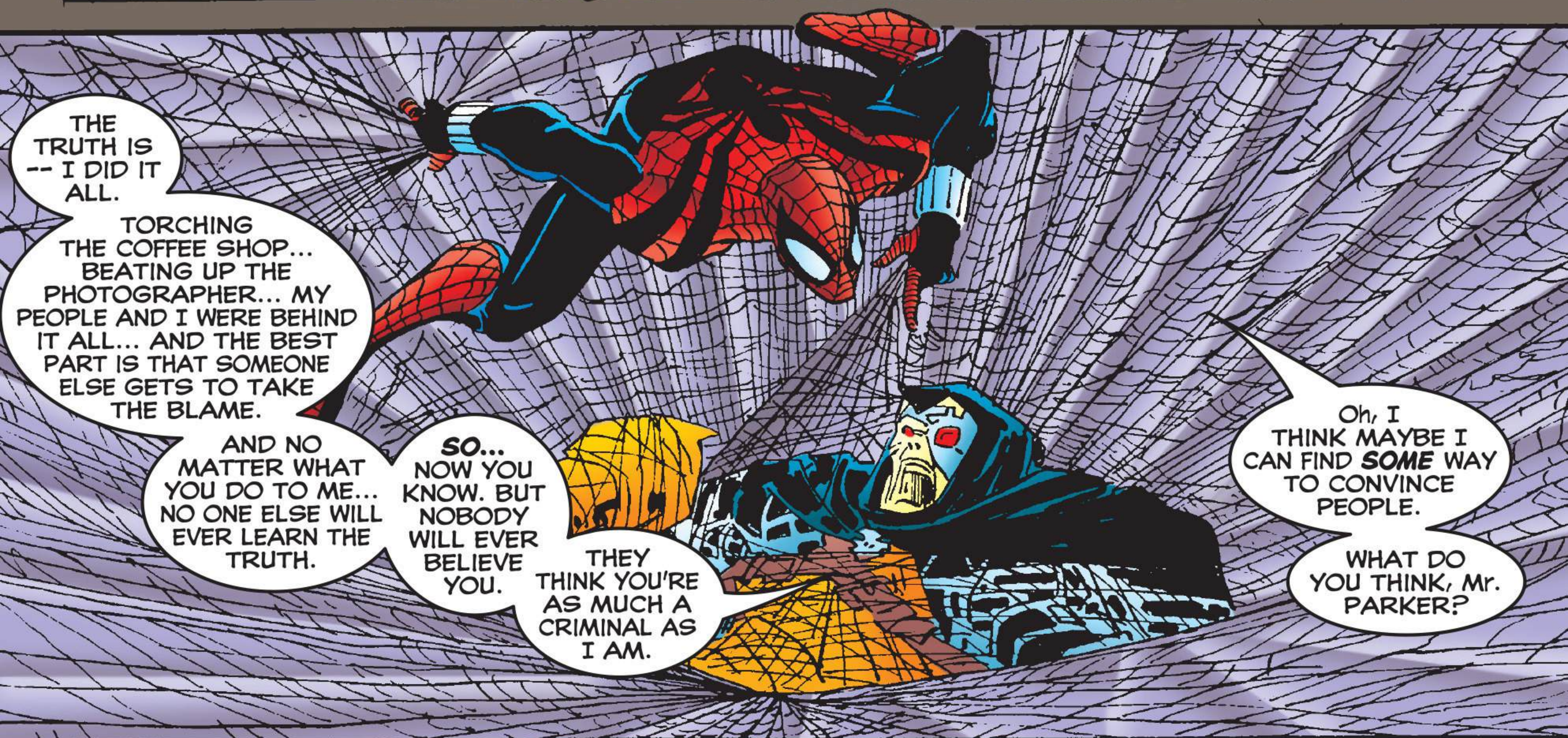
I'LL
GIVE
YOU THE
TRUTH!

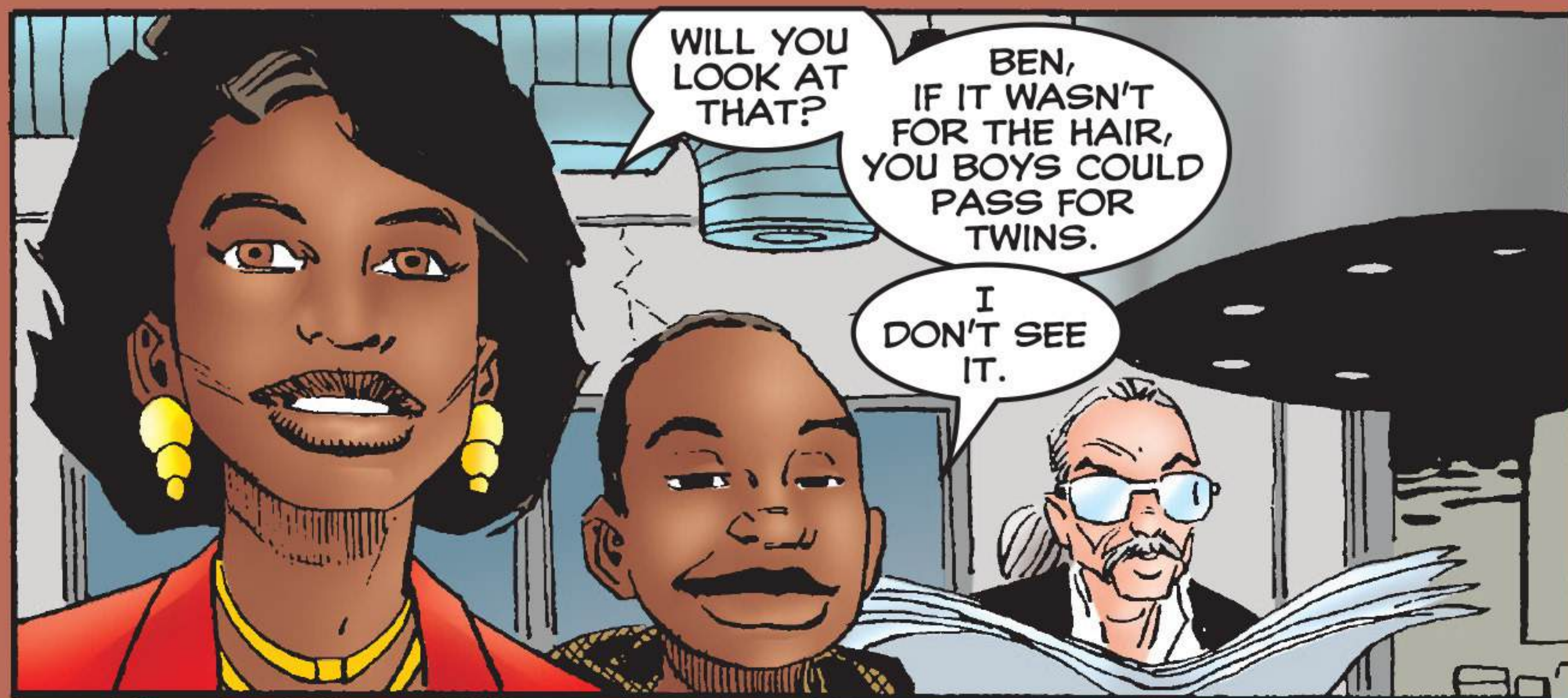
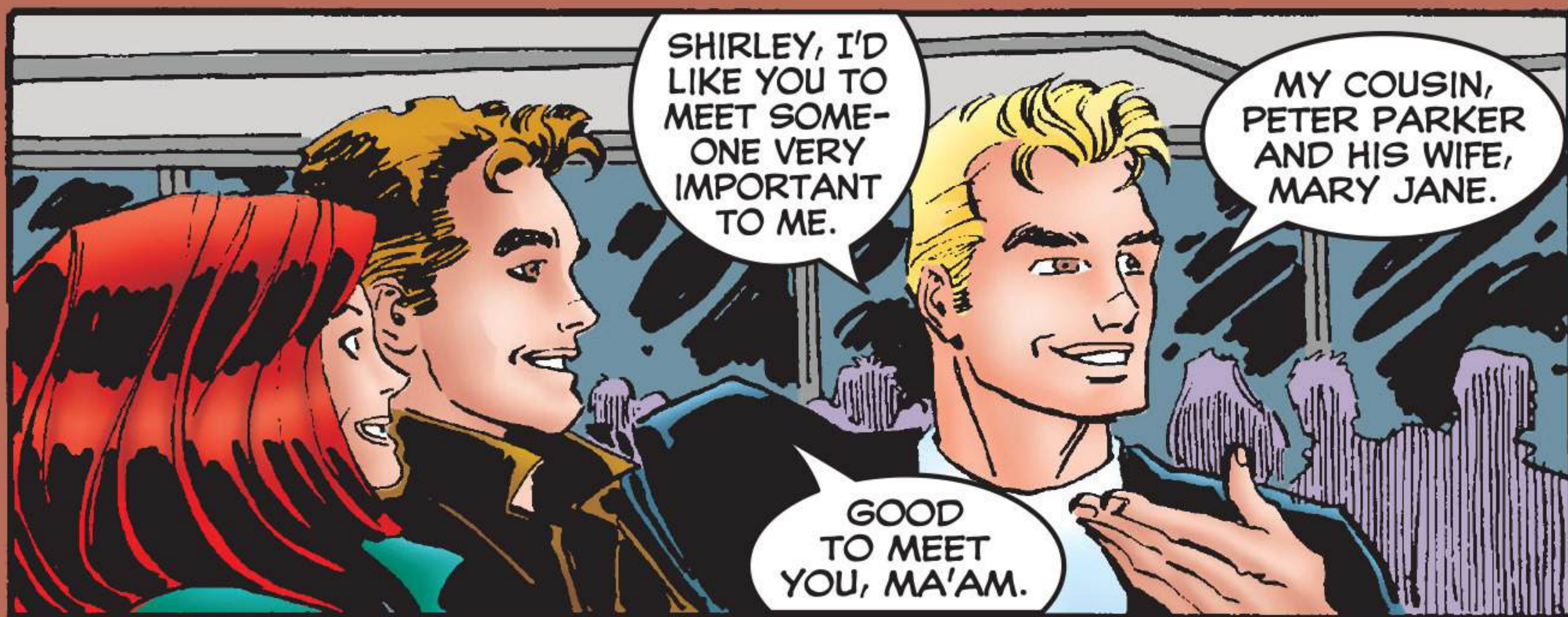
RIGHT
HERE... RIGHT
NOW... AND
THEN YOU
DIE!

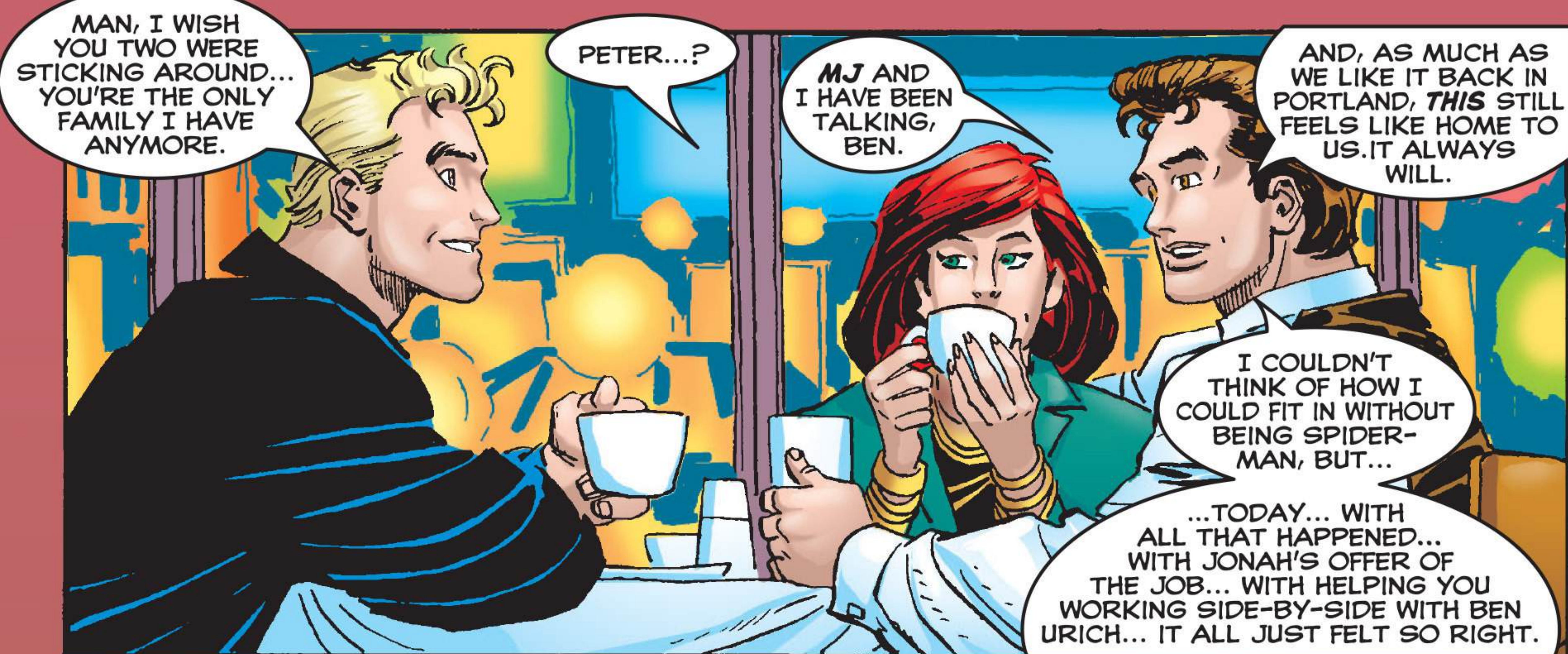


OKAY... SURE...
BUT REALLY...

...I'D
RATHER
TALK...







MARVEL
COMICS



SPIDER-MAN®

JUNE '96 3

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPIDER-MAN

TEAM-UP

FEATURING

Fantastic Four®



JURGENS & MREED
BONGOTONE

A full-page comic book illustration of Spider-Man on a rooftop at night. He is wearing his iconic red and blue suit with a brown utility belt. He is looking down at a coiled purple web line in his left hand. The background shows a city skyline with various skyscrapers, including one with a red top and another with a yellow top. The sky is dark blue with white stars and streaks of light. The overall tone is dramatic and heroic.

NIGHT. YOU
CAN LOOK
AT IT TWO
WAYS. THE
END OF ONE
DAY--

--OR THE
BEGINNING
OF ANOTHER.

THE BEGINNING
OF A VERY
SPECIAL DAY,
IN FACT.

WHICH IS WHY
I'M ON THIS
MIDNIGHT
MISSION.

THIS IS SOMETHING
THAT HAS TO BE
DONE. AND DANGER-
OUS AS IT IS--

--I'M THE ONLY
GUY WHO CAN
PULL IT OFF!

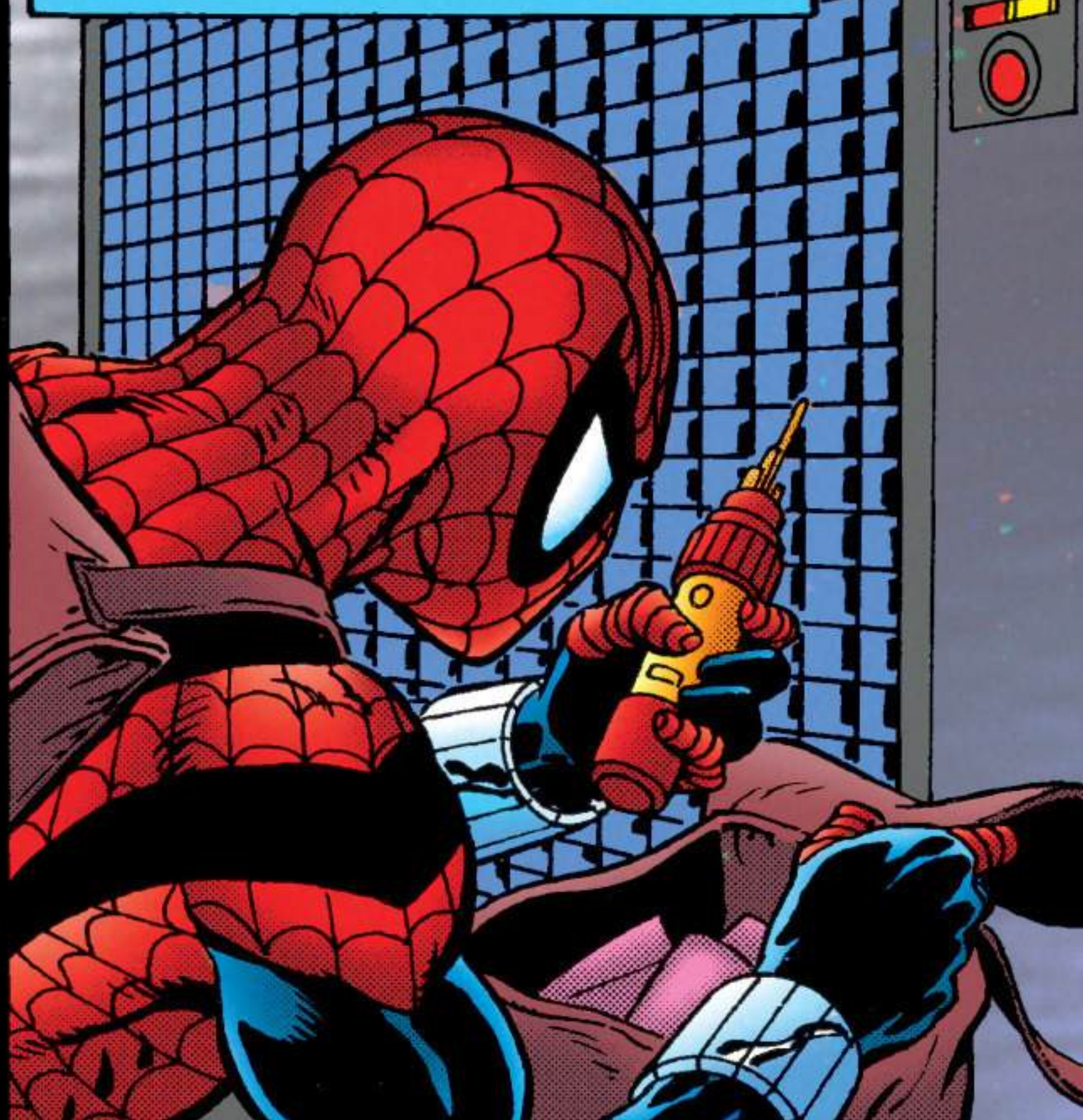
THIS BUILDING
PROBABLY HAS
THE FINEST
SECURITY
SYSTEM IN
AMERICA.



HECK,
MAKE
THAT
THE
WORLD.

NO WAY I COULD
BREAK INTO IT IF I
WERE A NORMAL
GUY.

BUT MY *SPIDER-SENSE*
CAN WARN ME OF ANY
HIDDEN DETECTION DEVICES.



MY
SCIENTIFIC
TRAINING
GIVES ME
THE TOOLS
TO CIRCUM-
VENT
THOSE
DEVICES--



--AND MY *SPIDER-
STRENGTH* CAN TAKE
CARE OF THE REST.

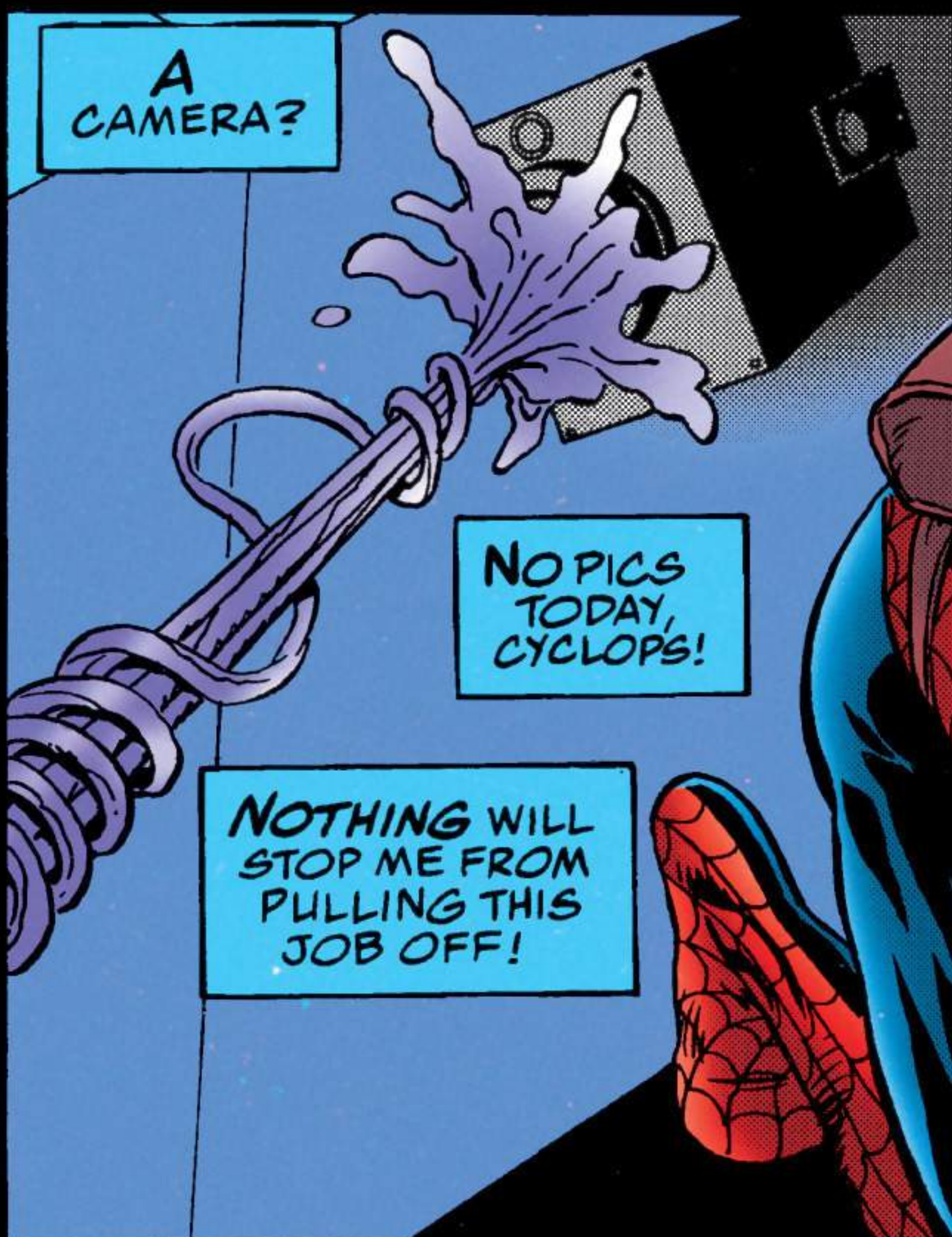


IF I HAD ANY MORE
GOING FOR ME,
PEOPLE MAGAZINE
WOULD PROBABLY
DECLARE ME--

--THE
SEXIEST
MAN
ALIVE!



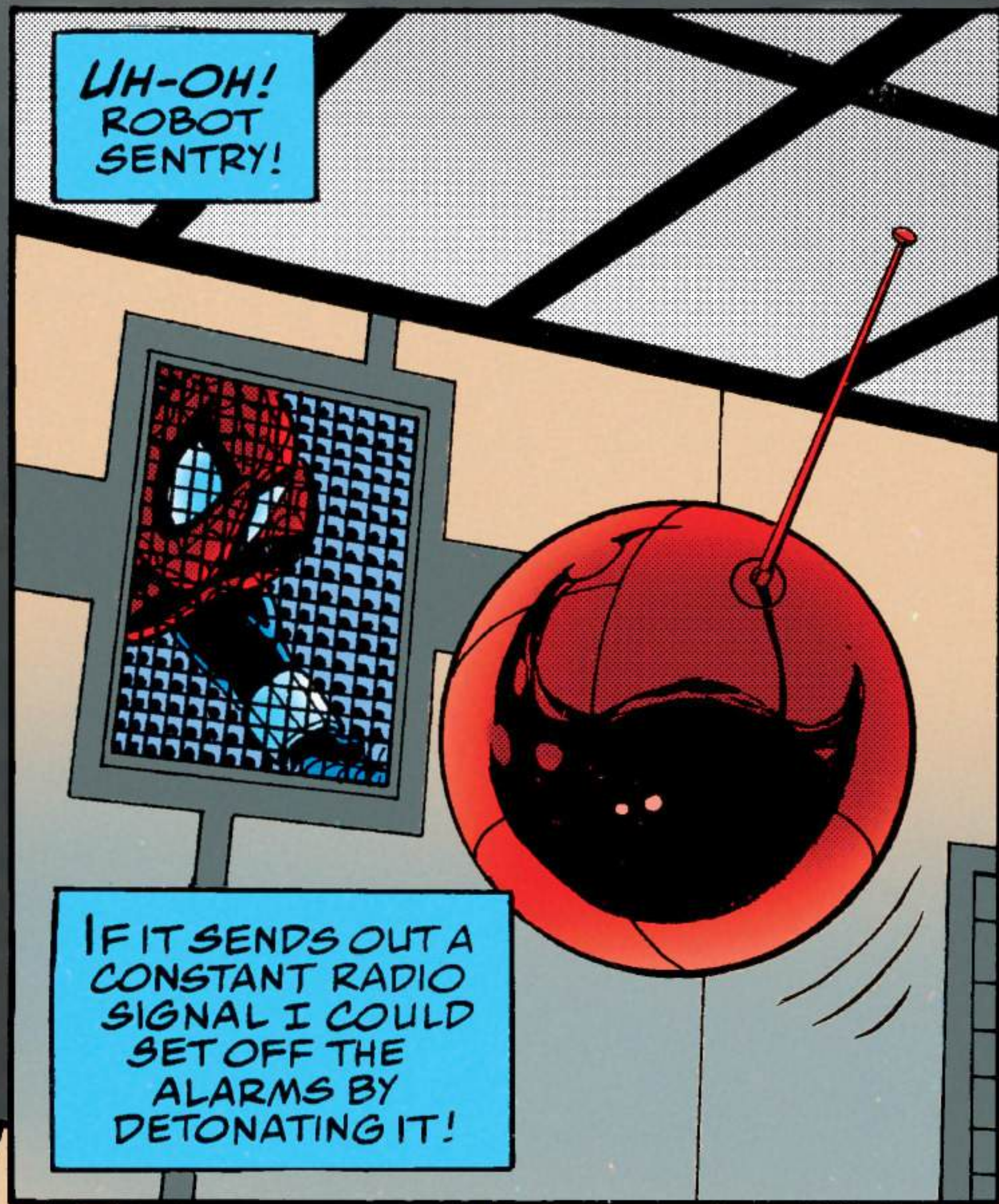
A
CAMERA?



NO PICS
TODAY,
CYCLOPS!

NOTHING WILL
STOP ME FROM
PULLING THIS
JOB OFF!





IT ONLY TAKES ME A COUPLE OF MINUTES, BUT I EVENTUALLY FIND MY TARGET.

SLEEPING AWAY, PEACEFUL AS CAN BE. UNAWARE OF WHAT'S ABOUT TO HAPPEN.

WHAT A SAP!

BREEPT!
BREEPT!

I'LL SET THE TIMER FOR SIXTY SECONDS! THAT SHOULD GIVE ME PLENTY OF TIME TO ESCAPE!

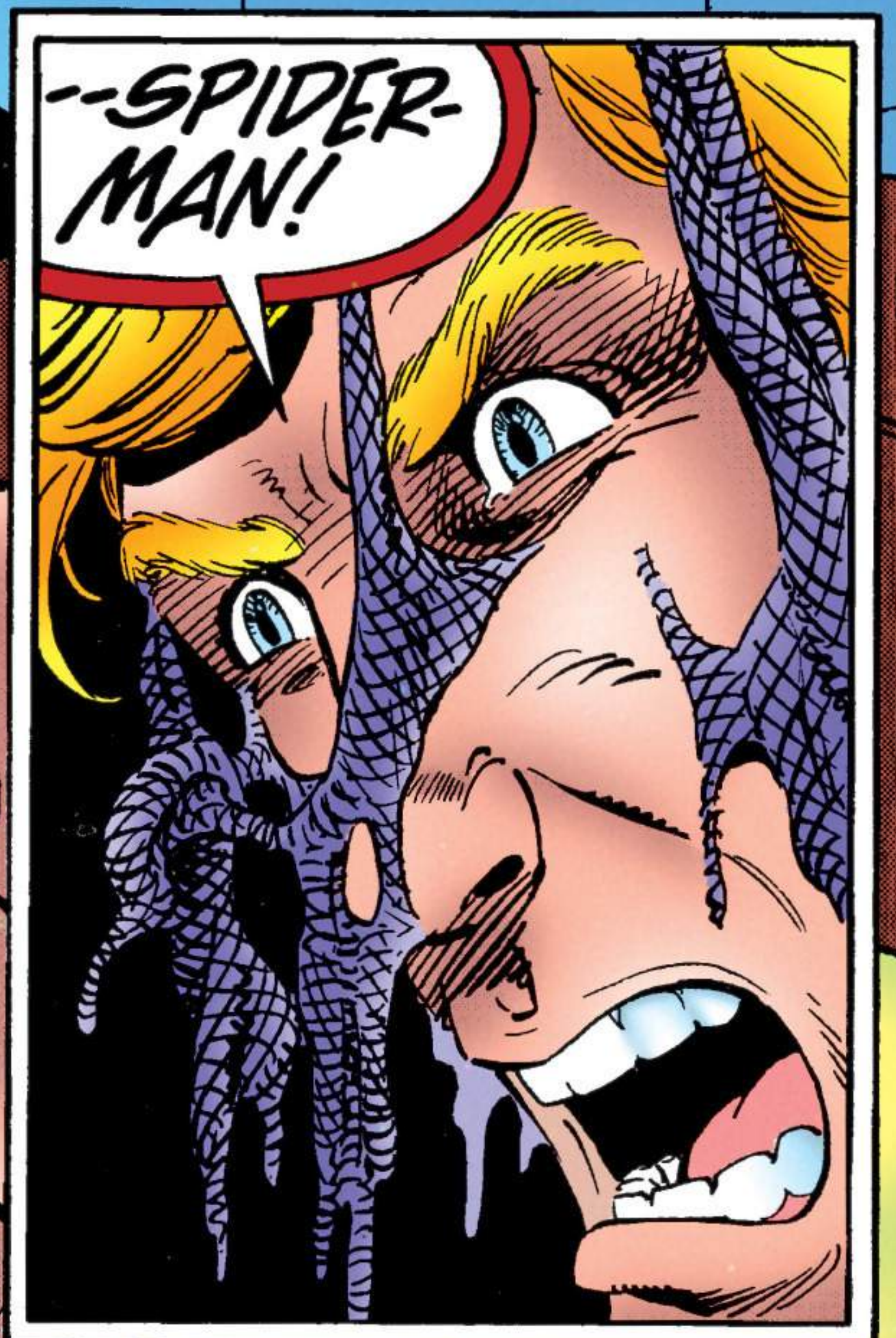
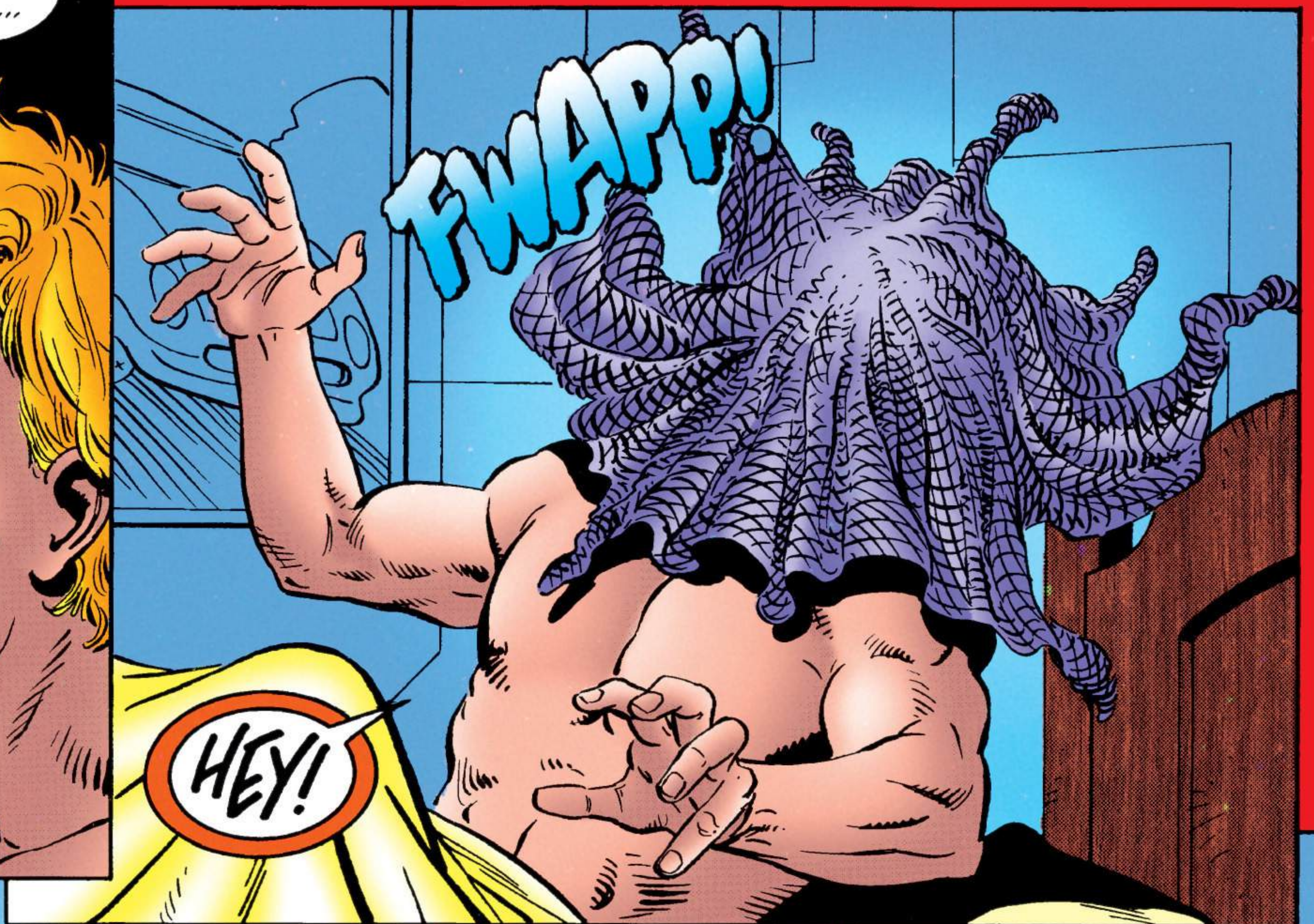
SO LONG, SUCKER! BUT IF ANYONE DESERVES THIS--

--YOU DO!

BREEPT!
BREEPT!

MOVE IT, SPIDEY!

WHEN THAT THING BLOWS, IT'S GONNA GET UGLY AROUND HERE!





EVERYTHING WENT OFF
AS PLANNED! GREAT!

ONLY PROBLEM IS
THAT I EXPECTED
TO BE OUT OF HERE
BY NOW!

WRRRRRRRRRR



SECURITY ALARMS!
MY BIRTHDAY
BOMB MUST'VE
SET THEM OFF!

IF I DON'T
SPEED IT UP--



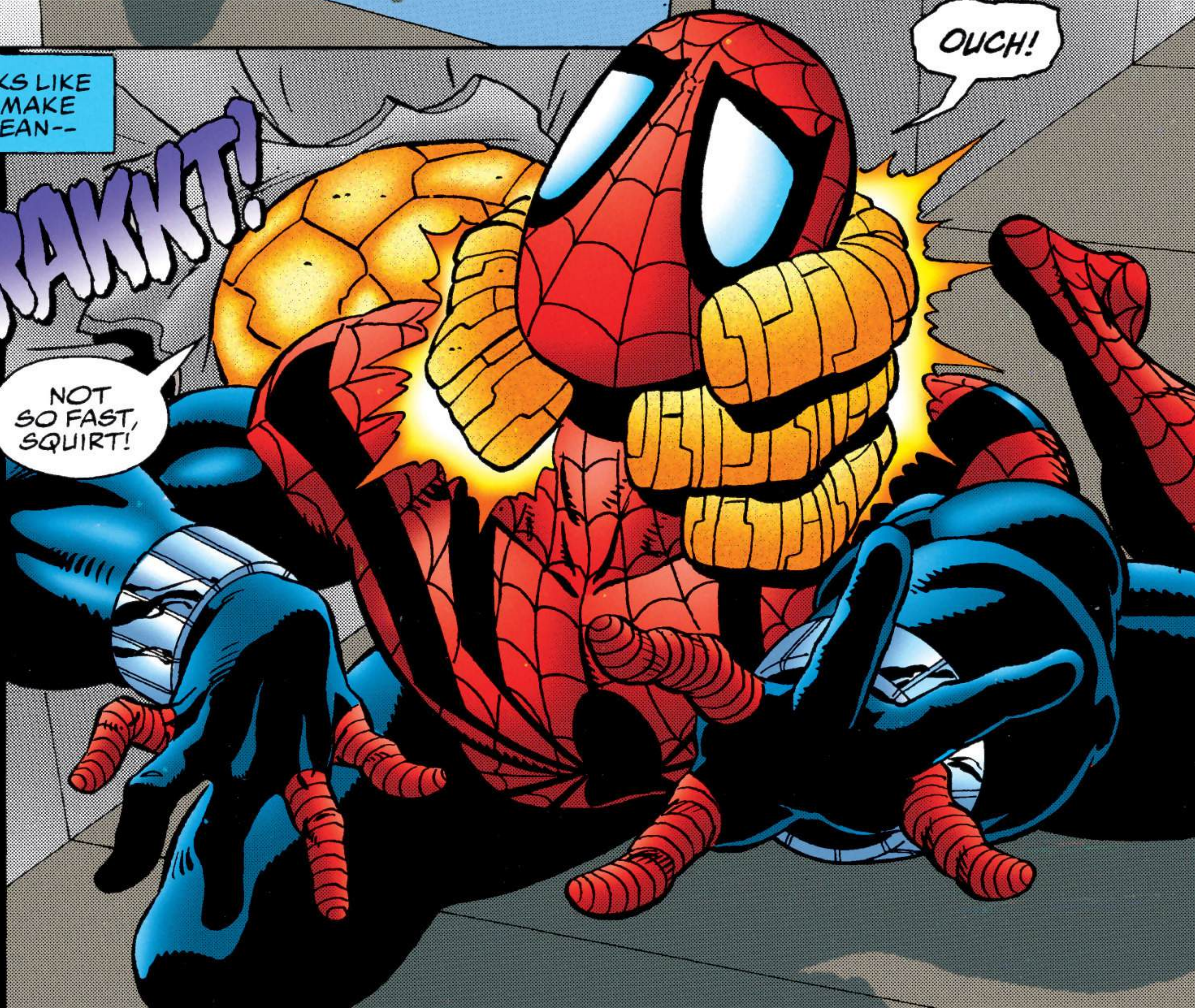
LOOKS LIKE
I'LL MAKE
A CLEAN--

CRAKKT!

NOT
SO FAST,
SQUIRT!

OUCH!

--I'M GONNA
GET CREAMED
SO BAD THE
PAPERS WILL
BE REFERRING
TO ME AS
PASTED
POT PETE!



the wizards fantastic

OKAY, BUG-
EYES! 'SPLAIN
YERSELF OR
GET TURNED
INTA OUR NEW
DOOR MAT!

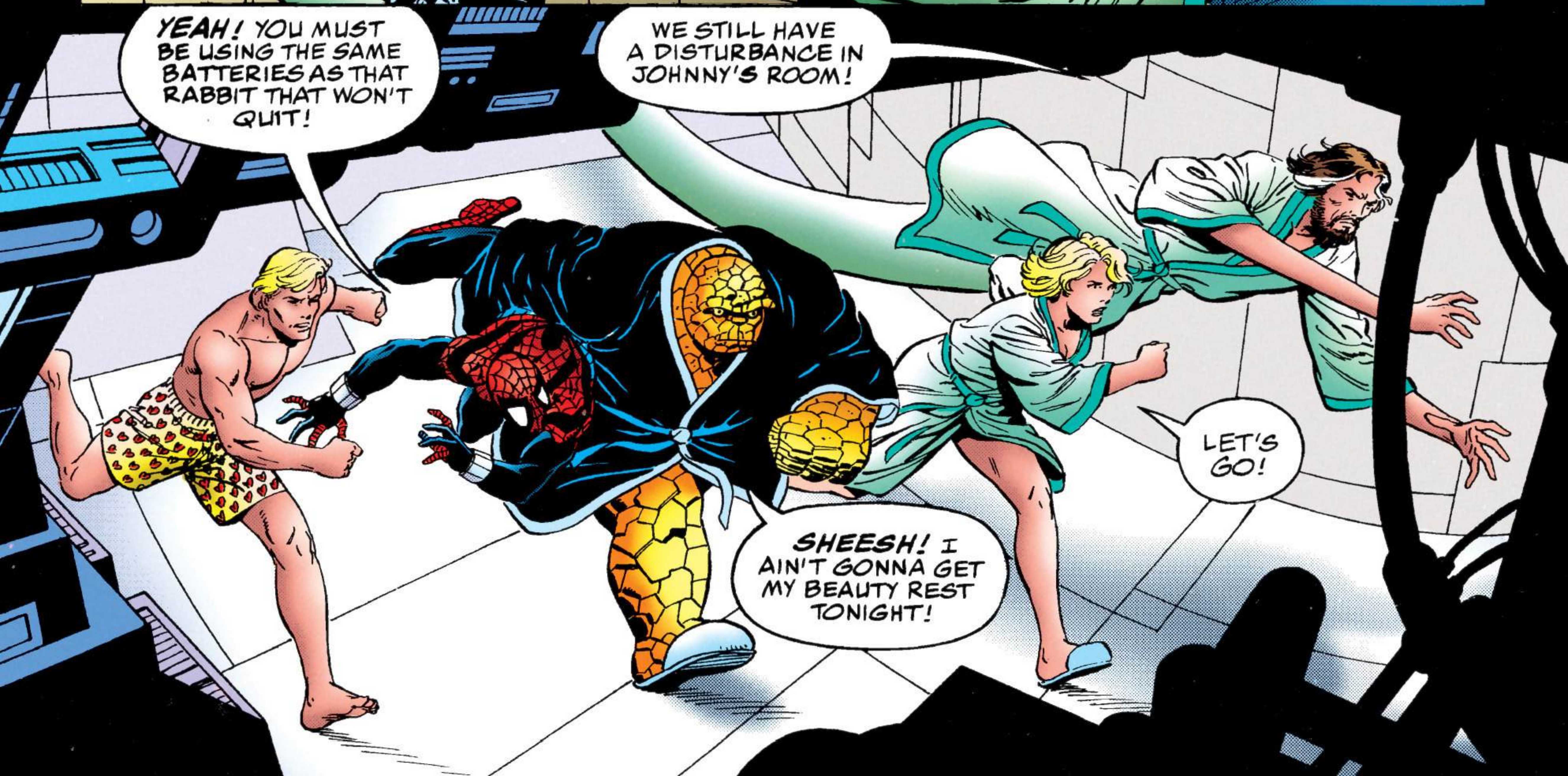
BEN IS RIGHT,
SPIDER-MAN! I BELIEVE
YOU OWE US A DETAILED
EXPLANATION OF YOUR
ACTIONS TONIGHT!

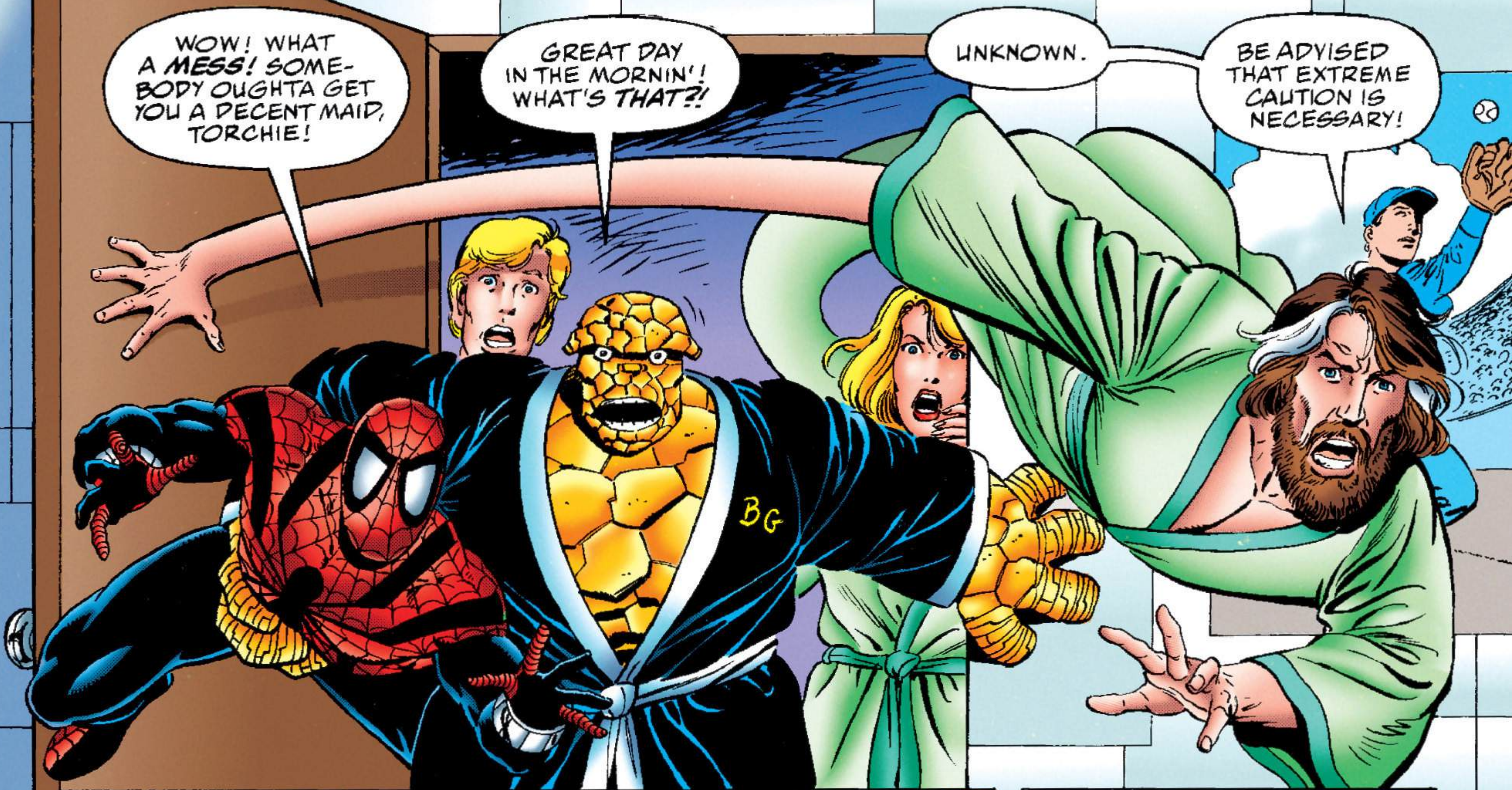
HOLD HIM
STEADY, BEN!
I WANT A PIECE
OF HIM!

UM...
WOULD YOU
ACCEPT A HEART-
WARMING REN-
DITION OF "HAPPY
BIRTHDAY"?

YOU
SING BASS
AND I'LL SING
TENOR!

story by DAN JURGENS
letters by BILL OAKLEY
art by BOB McLEOD
coloring by TOM SMITH
editing by TOM BREVOORT
editor in chief : BOB HARRAS



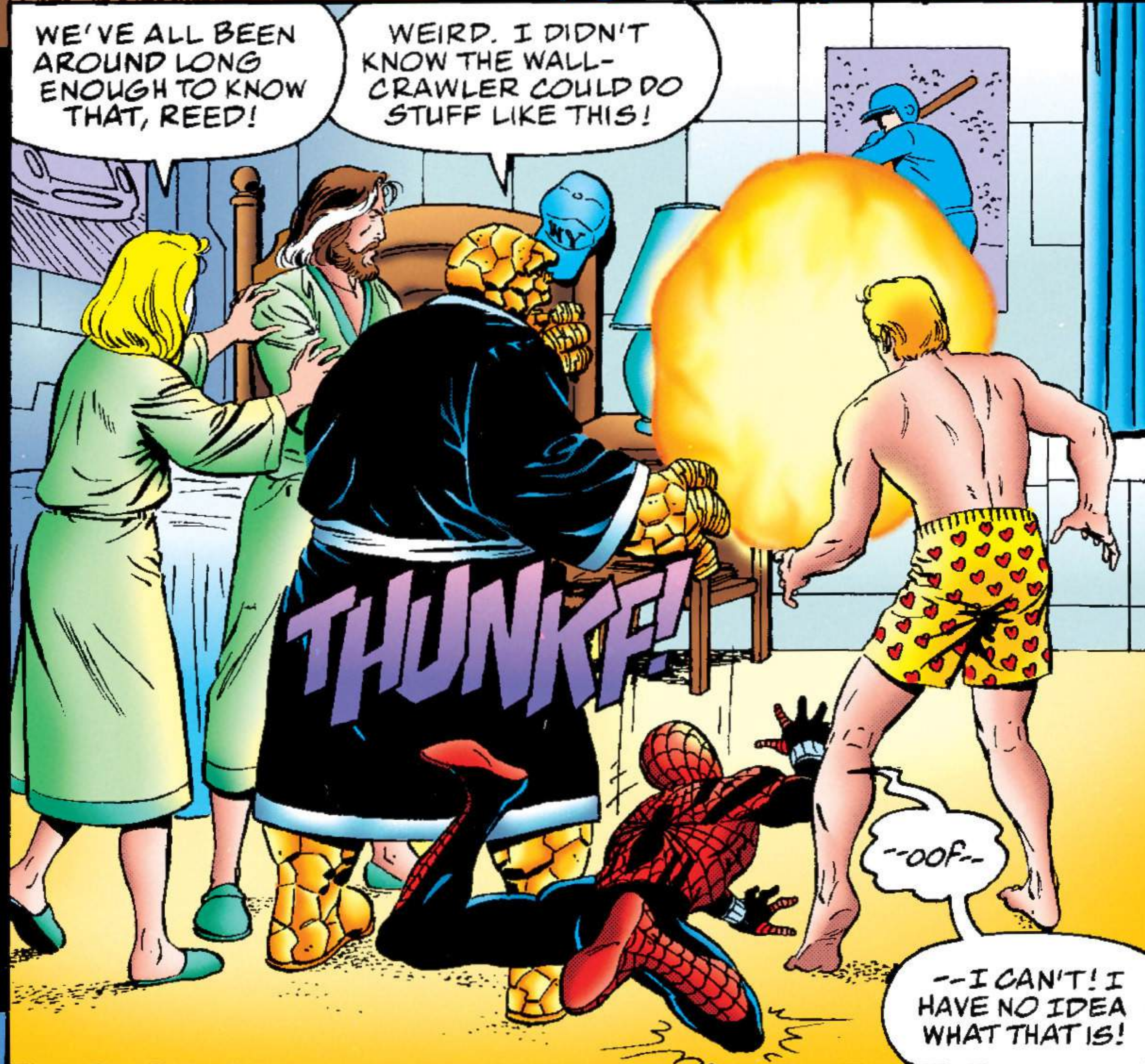


WOW! WHAT A MESS! SOMEBODY OUGHTA GET YOU A DECENT MAID, TORCHIE!

GREAT DAY IN THE MORNIN'! WHAT'S THAT?!

UNKNOWN.

BE ADVISED THAT EXTREME CAUTION IS NECESSARY!



WE'VE ALL BEEN AROUND LONG ENOUGH TO KNOW THAT, REED!

WEIRD. I DIDN'T KNOW THE WALL-CRAWLER COULD DO STUFF LIKE THIS!

THUNKE!

--OOF--

--I CAN'T! I HAVE NO IDEA WHAT THAT IS!



IT'S KINDA GLITTERY AND PURTY IN THERE!

LIKE A STAR TREK EFFECT OR SUMTHIN'!



I ASSUME YOU FEEL IT'S MORE THAN JUST A SPECIAL EFFECT, REED.

INDEED.

SINCE SPIDER-MAN DENIES KNOWLEDGE OF IT, WE MUST HYPOTHEZIZE THAT IT COULD BE ANYONE OF A NUMBER OF THINGS.

AH, TORCHIE PROBABLY CAUSED IT BY EATIN' TOO MUCH CHILI IN HERE!

WOULDN'T BE THE FIRST TIME HE--

AWWWP!

BEN! HANG ON, BIG GUY! I'LL SAVE YOU!

FLAME ON!

JOHNNY'S INCAPACITATED! THAT MEANS I'LL HAVE TO ACT!

WHA-- WHAT'S WRONG WITH ME?

I CAN'T GET ANY FLAME GOING AT ALL!

uh-oh...

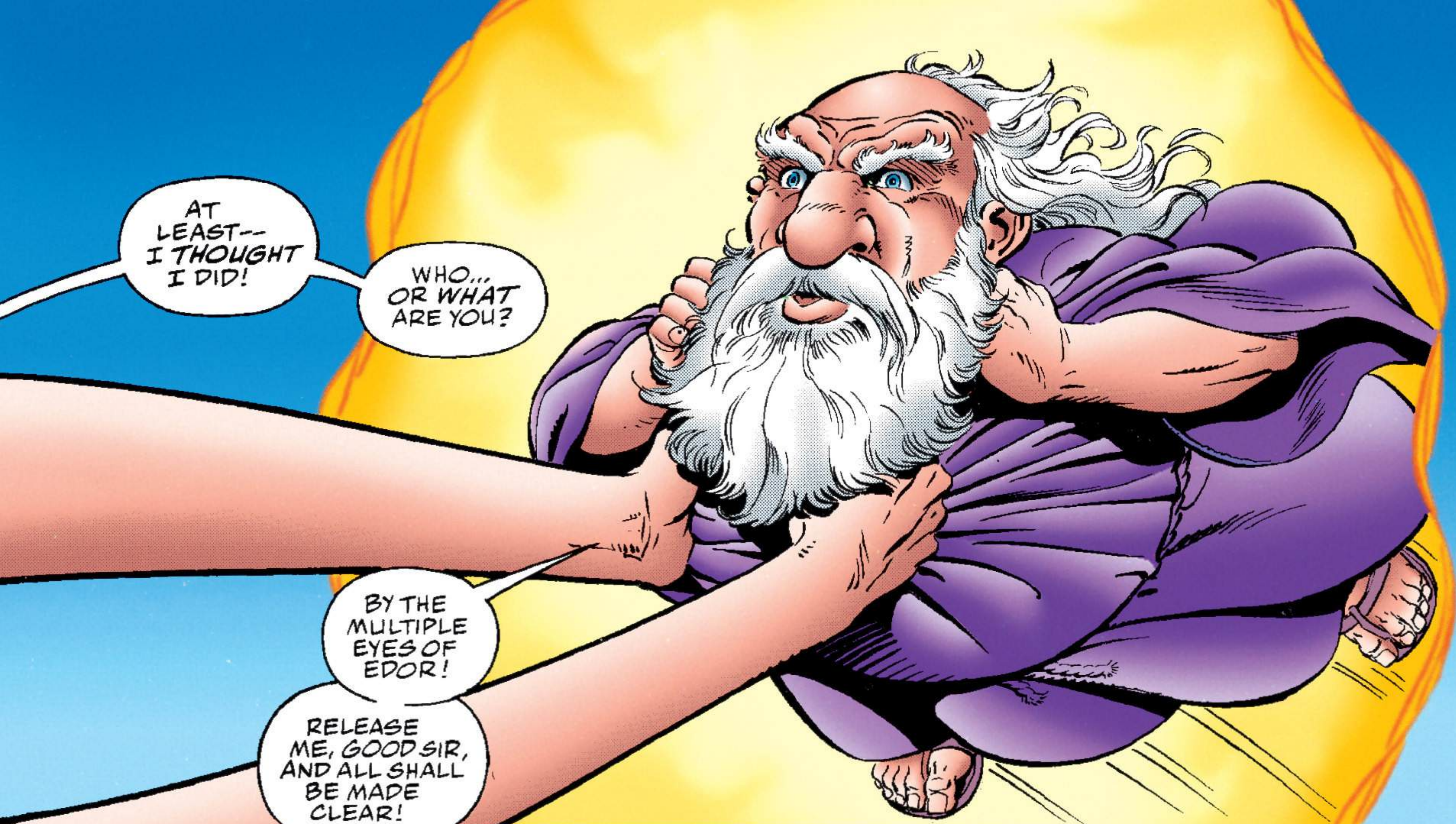
THIS IS YOUR DOING, SPIDER-MAN! YOUR WEB TOOK AWAY MY POWERS SOMEHOW!

IF ONLY I COULD STILL PROJECT A FORCE FIELD, I COULD AT LEAST PROTECT HIM!

UM... ARE YOU SURE IT'S NOT YOUR AFTERSHAVE?

UNNECESSARY.

I HAVE HIM.

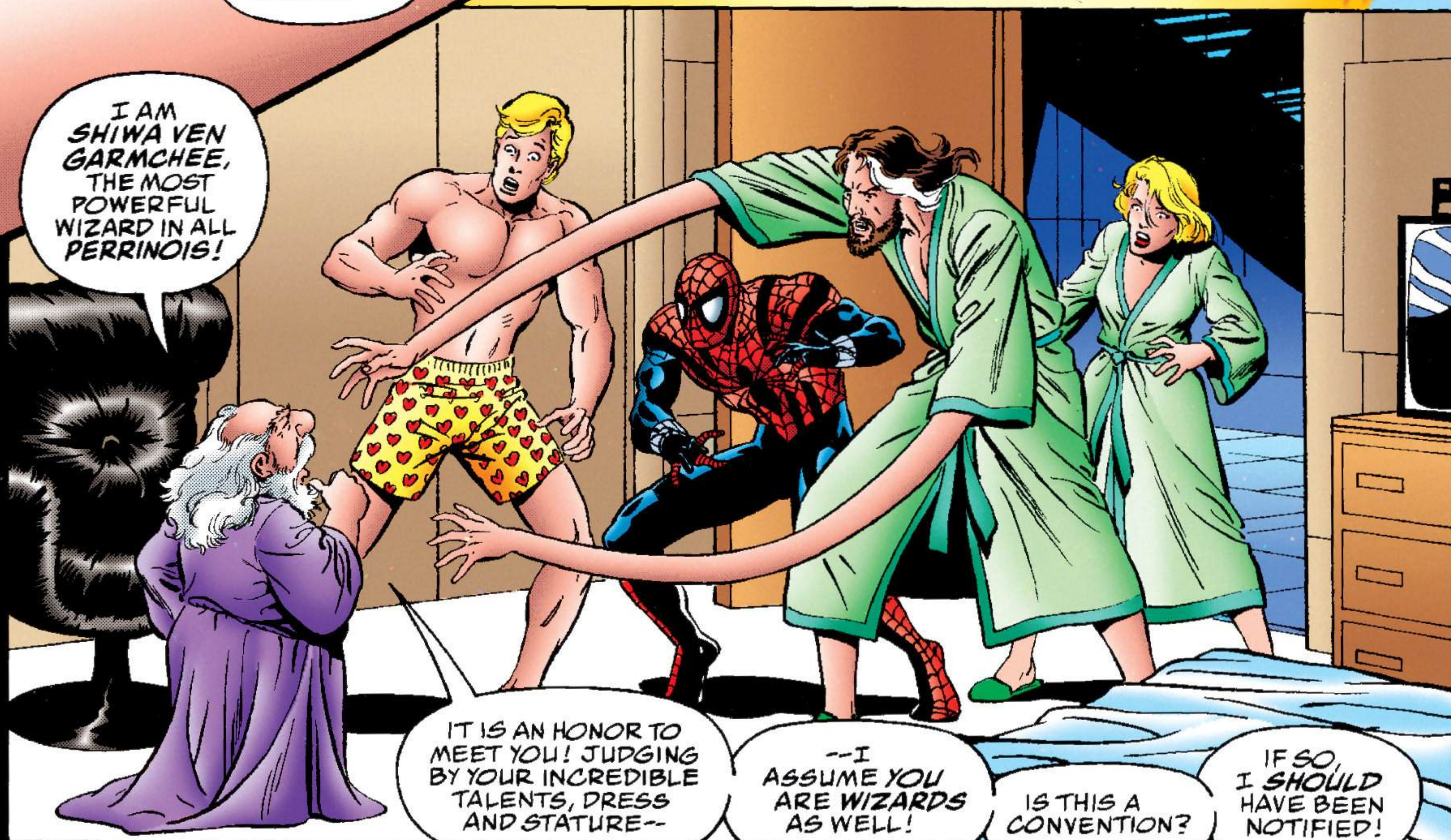


AT
LEAST--
I THOUGHT
I DID!

WHO...
OR WHAT
ARE YOU?

BY THE
MULTIPLE
EYES OF
EDOR!

RELEASE
ME, GOOD SIR,
AND ALL SHALL
BE MADE
CLEAR!



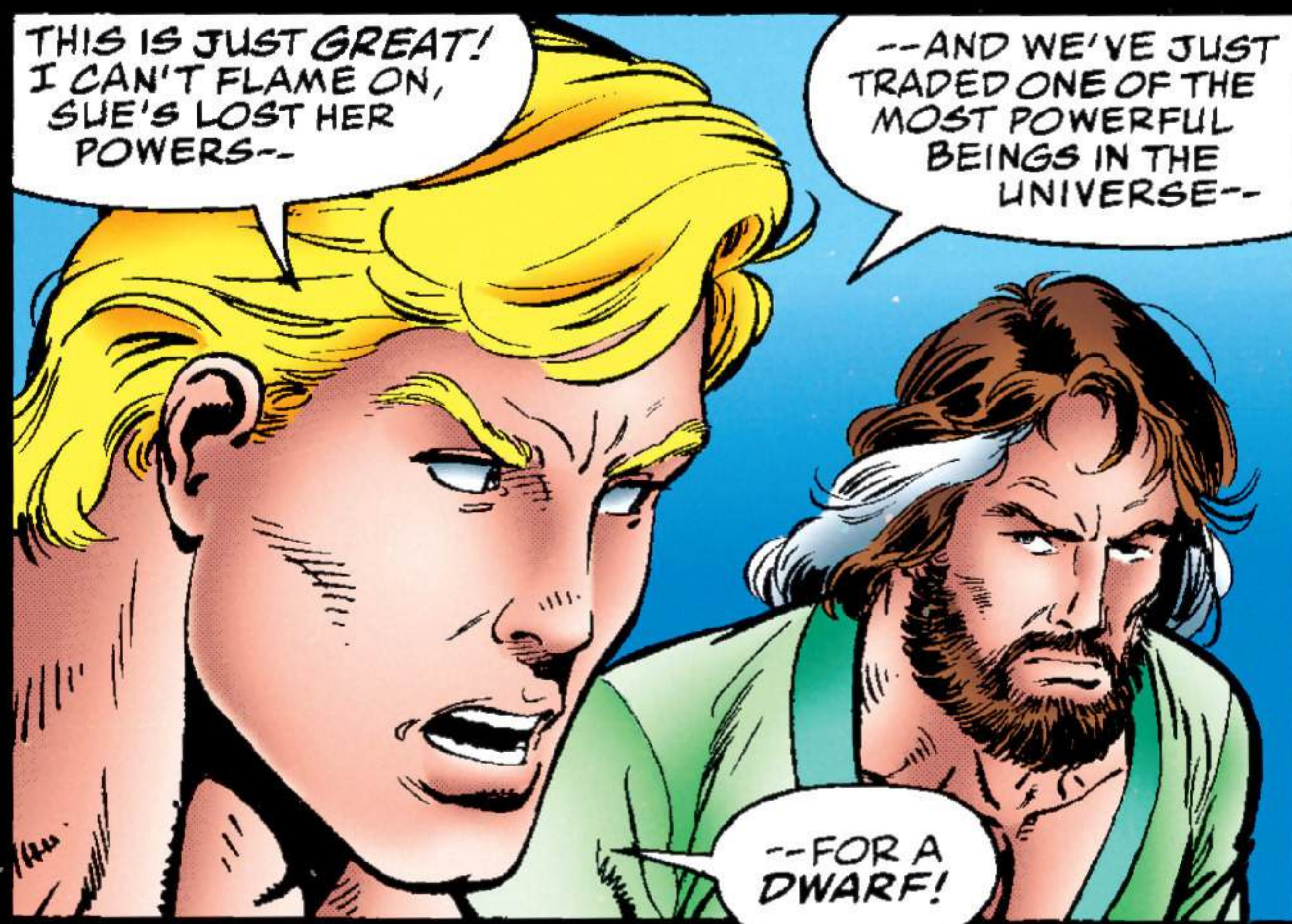
I AM
**SHIWA VEN
GARMCHEE**,
THE MOST
POWERFUL
WIZARD IN ALL
PERRINOIS!

IT IS AN HONOR TO
MEET YOU! JUDGING
BY YOUR INCREDIBLE
TALENTS, DRESS
AND STATURE--

--I
ASSUME YOU
ARE WIZARDS
AS WELL!

IS THIS A
CONVENTION?

IF SO,
I **SHOULD**
HAVE BEEN
NOTIFIED!



THIS IS JUST GREAT!
I CAN'T FLAME ON,
SUE'S LOST HER
POWERS--

--AND WE'VE JUST
TRADED ONE OF THE
MOST POWERFUL
BEINGS IN THE
UNIVERSE--

--FOR A
DWARF!



DWARF?! STILL
YOUR TONGUE LEST
I TURN YOU TO
LIZARD BAIT,
BOY!

SHIWA
TOLERATES
INSULTS
FROM NO
ONE!

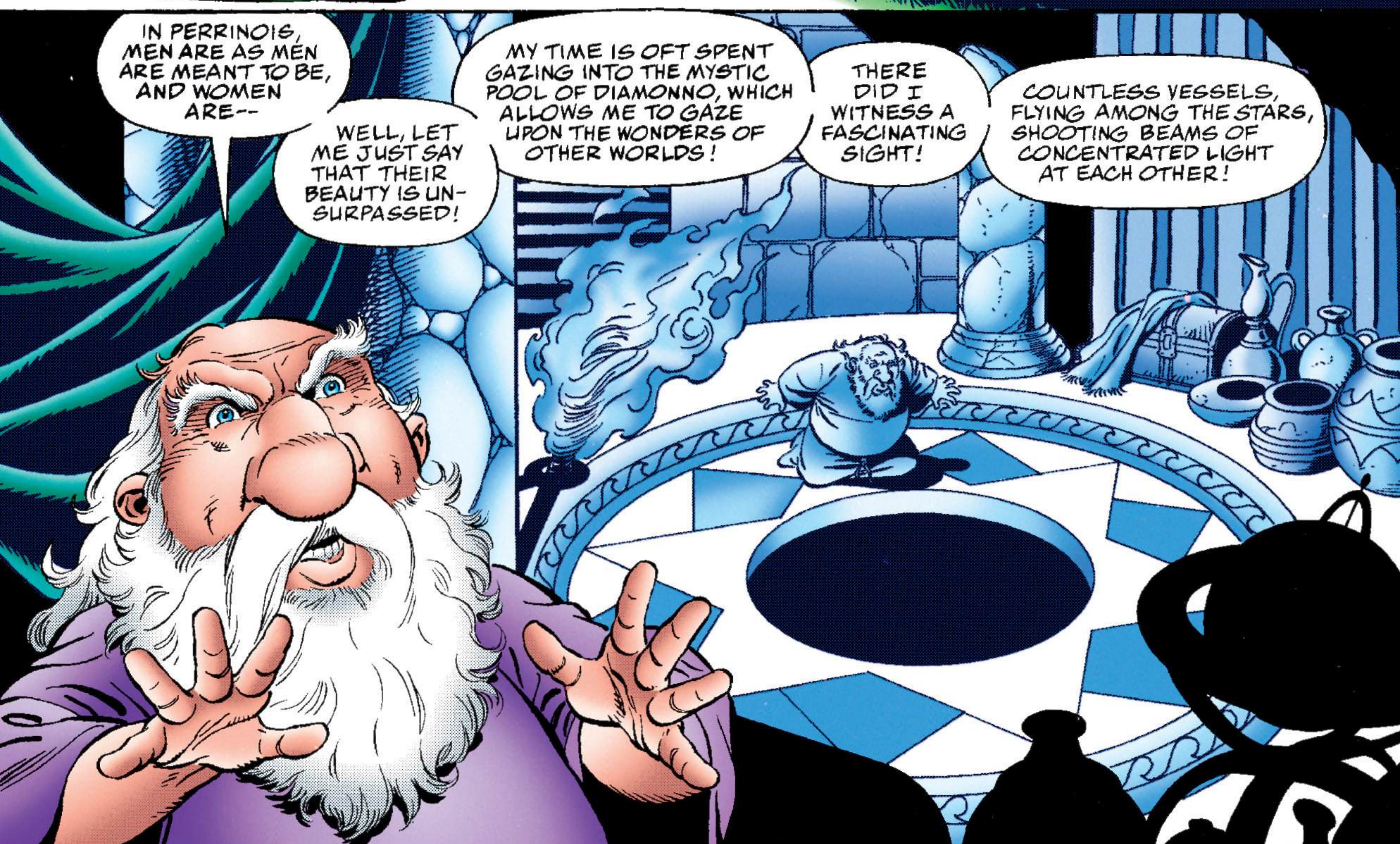


FORGIVE THE YOUTH'S INSULTS. WE ARE UNFAMILIAR WITH THIS LAND OF WHICH YOU SPEAK.

EGAD! YOU ARE... UNAWARE OF PERRINOIS?

WHY, EVEN IN THE INFINITE UNIVERSE, WHERE BEAUTIFUL WORLDS ARE PLENTIFUL--

--PERRINOIS OUTSHINES THEM ALL!



IN PERRINOIS, MEN ARE AS MEN ARE MEANT TO BE, AND WOMEN ARE--

WELL, LET ME JUST SAY THAT THEIR BEAUTY IS UNSURPASSED!

MY TIME IS OFT SPENT GAZING INTO THE MYSTIC POOL OF DIAMONNO, WHICH ALLOWS ME TO GAZE UPON THE WONDERS OF OTHER WORLDS!

THERE DID I WITNESS A FASCINATING SIGHT!

COUNTLESS VESSELS, FLYING AMONG THE STARS, SHOOTING BEAMS OF CONCENTRATED LIGHT AT EACH OTHER!



CURIOUS. I WONDER WHAT HE SAW...

WHOA! CHECK OUT THE TIME! MY CARRIAGE WILL TURN INTO A PUMPKIN IF I DON'T LEAVE NOW!

SEE YA!

FREEZE, WEBS! YOU GOT US INTO THIS MESS--

--AND YOU'RE GOING TO HELP GET US OUT!

IT IS MOST UNFASHIONABLE FOR WIZARDS SUCH AS YOURSELVES TO ARGUE SO.

AS I WAS SAYING, I HAD DISCOVERED A TRULY WONDROUS WORLD AND WANTED TO TRANSPORT MYSELF THERE!

I PROCEEDED TO DO SO... AND THE FIRST SOUND I HEARD WAS A CHOIR... OF ANGELS, I PRESUME...

...SINGING "HAPPY BIRTHDAY!"



I DON'T GET IT! SOUNDS LIKE COUSIN IT THERE WAS WATCHING SOME KINDA SPACE BATTLE--

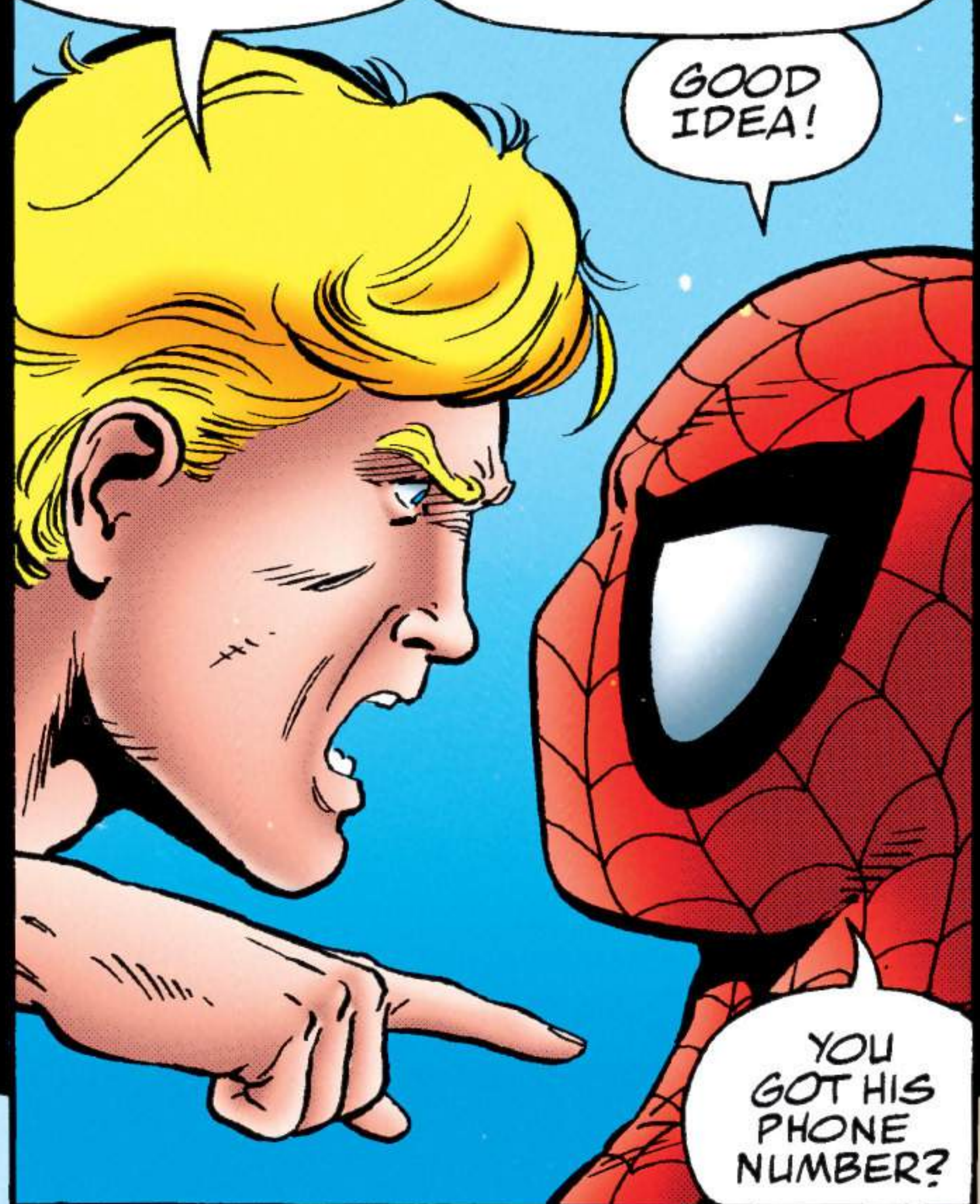
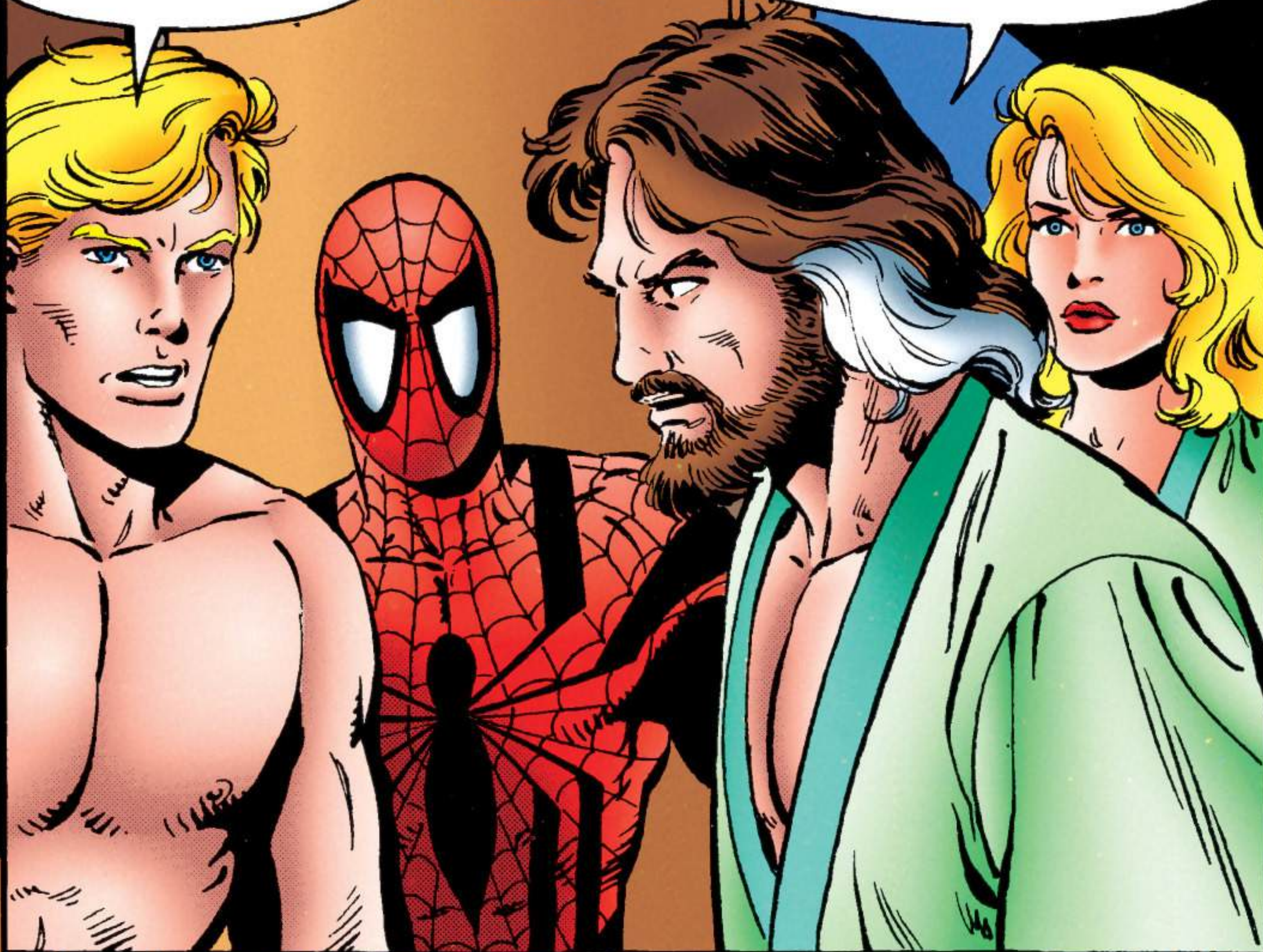
--BUT HE HEARD SPIDEY'S TAPE PLAYER!

I WOULD SPECULATE THAT SHIWA INTENDED TO TRANSPORT HIMSELF HERE. SUCH AN EVENT WOULD NORMALLY HAVE BEEN DETECTED--

EXCEPT THAT YOU DISABLED OUR SECURITY SYSTEM!

I'M SURPRISED YOU DIDN'T BRING GALACTUS ALONG JUST FOR LAUGHS!

GOOD IDEA!



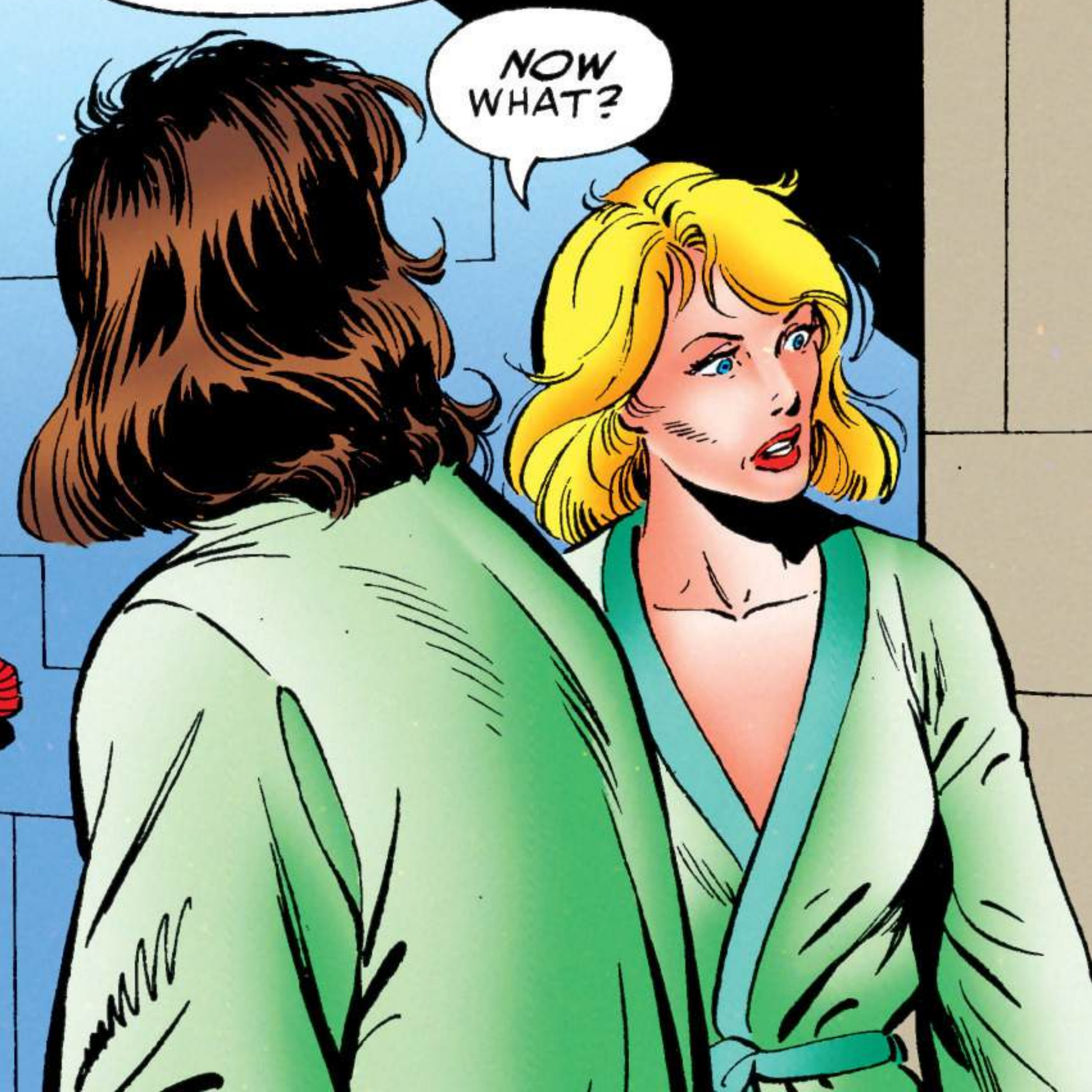
YOU GOT HIS PHONE NUMBER?

WHY, I OUGHTA--!

AW, THIS IS NUTS! HE GOT HERE BY ACCIDENT! HE SAID HE WAS WATCHING A SPACE BATTLE, NOT FOUR FREEDOMS PLAZA!

BY THE MULTIPLE EYES OF EDOR!

NOW WHAT?





OF COURSE! NOW
I UNDERST/ND!

MAYBE YOU DO! BUT
I'M STILL TRYING TO FIGURE
OUT WHAT THE SIGNIFICANCE
OF **ROSEBUD** IS! CARE
TO CLUE US IN?

Ahhh...

WONDROUS.

SIMPLY
BEAUTIFUL.

YOU MUST BE GREAT WIZARDS,
INDEED, IF YOU, TOO HAVE A
MYSTIC POOL WHICH ALLOWS YOU
TO PIERCE TIME AND SPACE!

FOR YOU
HAVE FOUND THE
VESSELS I SAW
EARLIER!

I MUST
FIND A WAY TO
GET THERE!

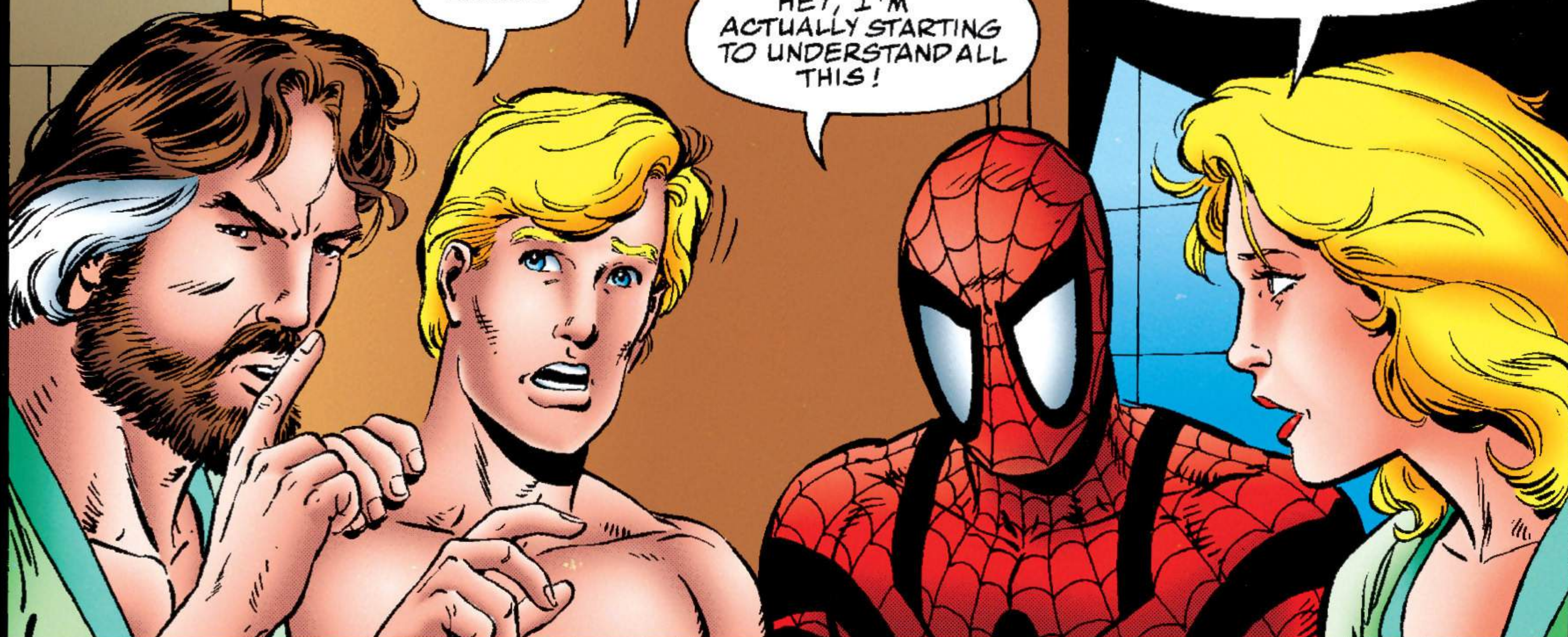


MY NEW VIDEO GAME! HE DOESN'T
REALIZE IT'S NOT R--

QUIET.

HEY, I'M
ACTUALLY STARTING
TO UNDERSTAND ALL
THIS!

JUST LIKE I'M
STARTING TO UNDERSTAND
THAT YOU GUYS HAVE FOR-
GOTTEN ALL ABOUT--



"--BEN!"

REVOLTIN'!

DAT'S WHAT
DIS IS!
REVOLTIN'!

FEELS
LIKE I'VE BEEN
FALLIN' FER-
EVER!

BUT
SOONER OR
LATER, I'M
GONNA--

K
K
R
U
N
G
H

--HIT
SUMTHIN'?

SPALLOOSH!

I EXPECTED
TA FALL INTA
THE MIDDLE OF
A WAR, OR DOC
DOOM'S
ARMORY OR
SUMTHIN'!

--DIS
AIN'T
BAD AT
ALL!

**AIIEE! A
MONSTER!**

CROM'S
BEARD! WHAT
MANNER OF
WIZARDRY--?



HEY,
RELAX, GENTS!
AIN'T LIKE I'M
HERE TA SWIPE
YER SOAP OR
NOTHIN'!

QUIET,
DEVIL-
SPAWN!

NONE MAY
ENTER THE ROYAL
BATH CHAMBERS BUT
OUR LORD AND
MASTER--

--RASHEED
VEN GARMCHEE,
THE SUPREME
WIZARD OF ALL
PERRINOIS!

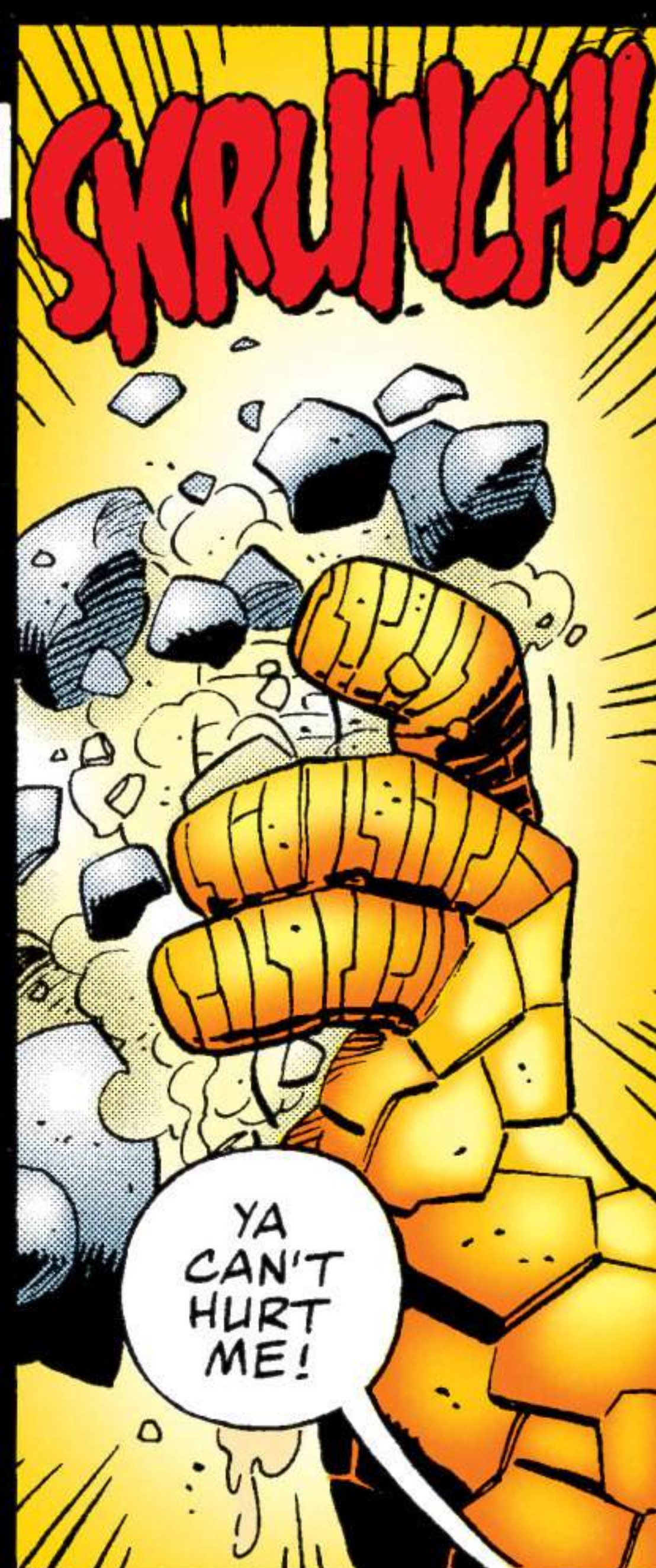
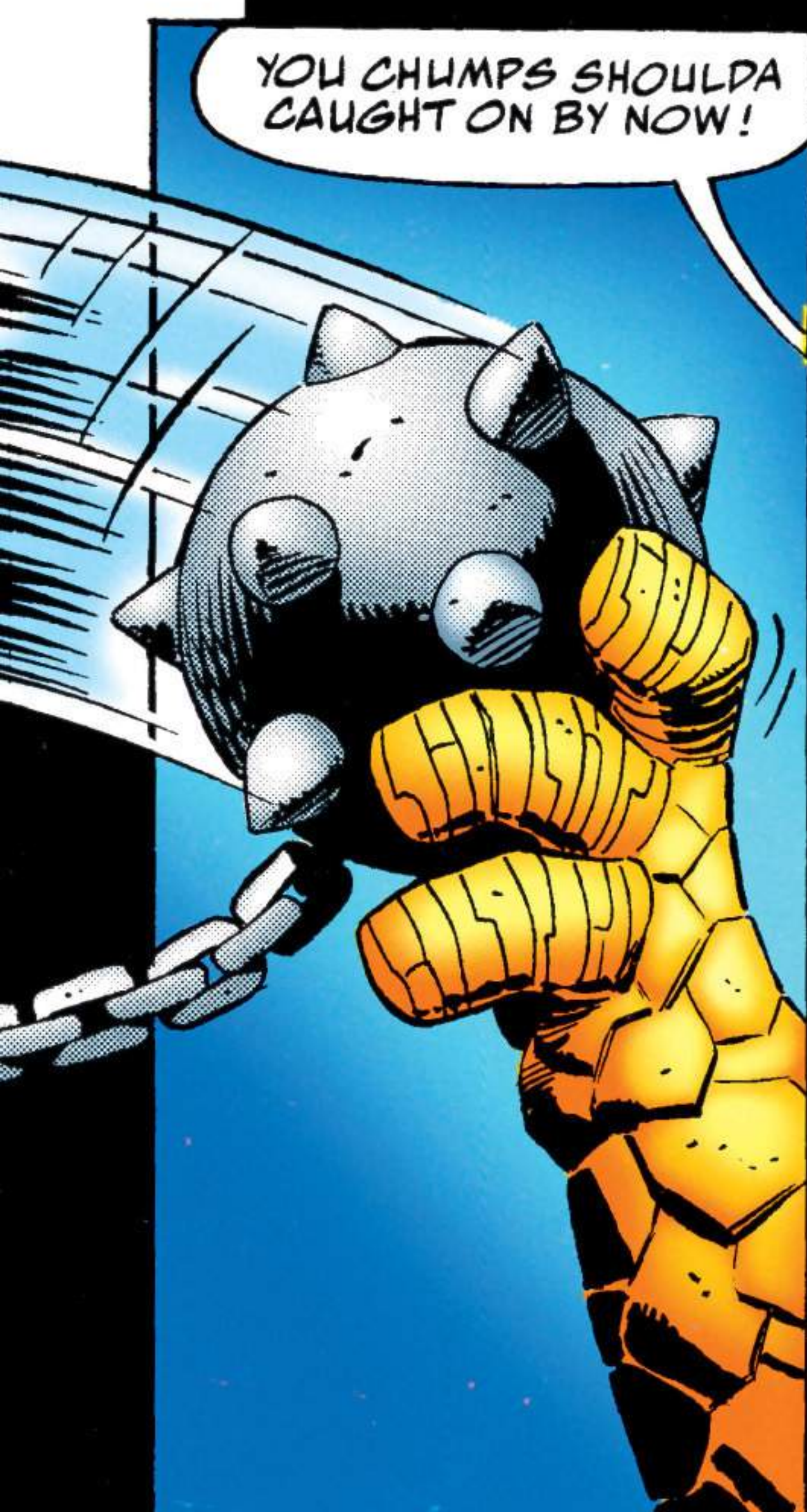
YEAH? WELL, I'M THE
HONORABLE BENJAMIN
J. GRIMM AND I GOES
WHERE I PLEASE!

'SPECIALLY
WHEN I GOT NO
CHOICE 'CUZ I'M
DROPPIN' OUTTA
THE SKY!

SILENCE!

YOU TRYIN'
TA TICKLE ME,
CURLY?

YOUR
SWORD! IT
SHATTERED
AGAINST HIS
CRUSTY
HIDE!





sheesh!
WHAT KINDA
CRAZY JOINT DID
I LAND IN HERE?

JUST
ONCE YOU'D
THINK I'D GET
LUCKY ENOUGH
TA LAND IN A
QUALITY POOL
HALL ON YANCY
STREET OR
SUMTHIN'!

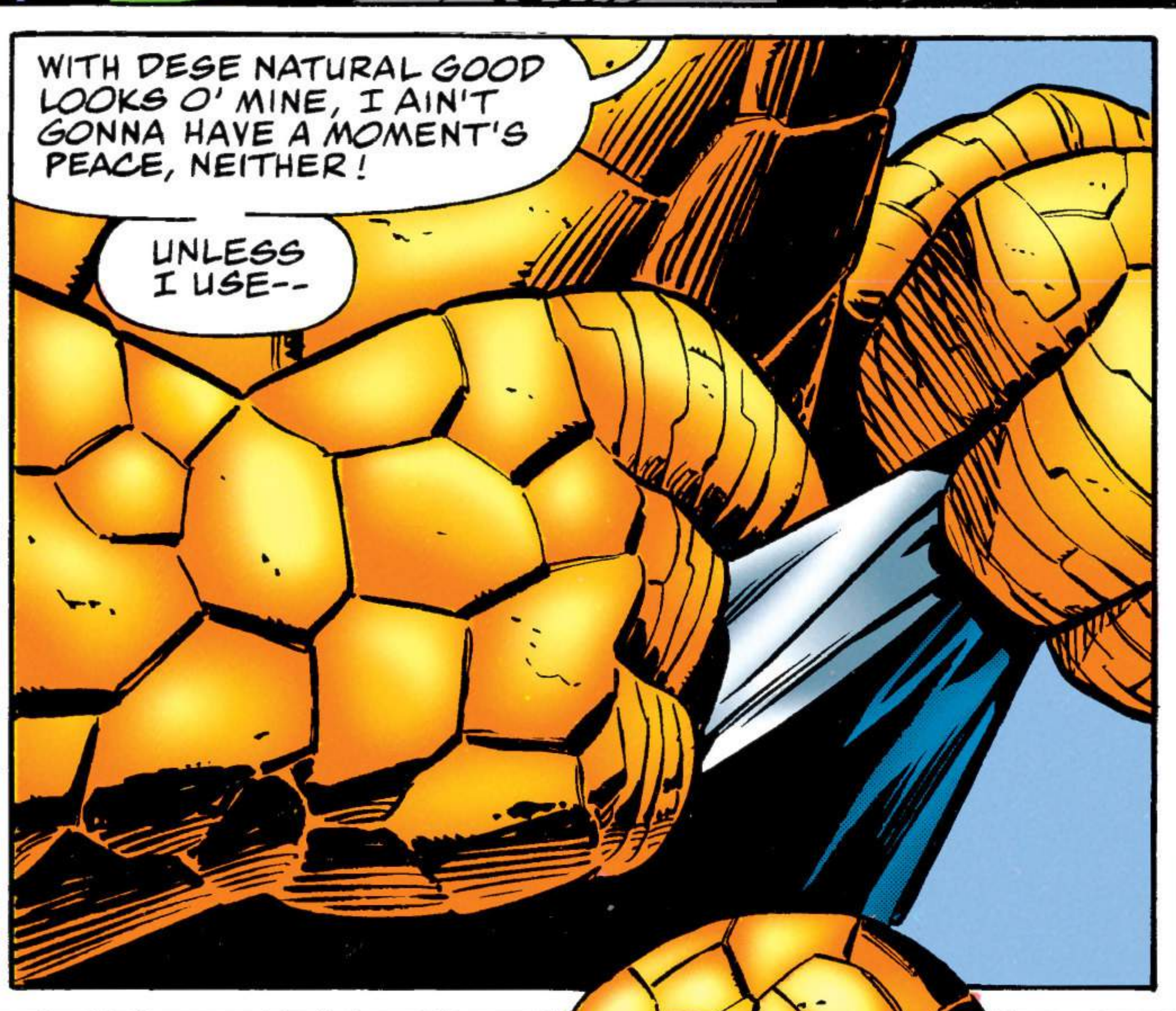
hmF.
MIGHT AS WELL
FIGGER OUT
WHERE I AM.



WHOA.

THIS
DEFINITELY
AIN'T NEW
YORK!

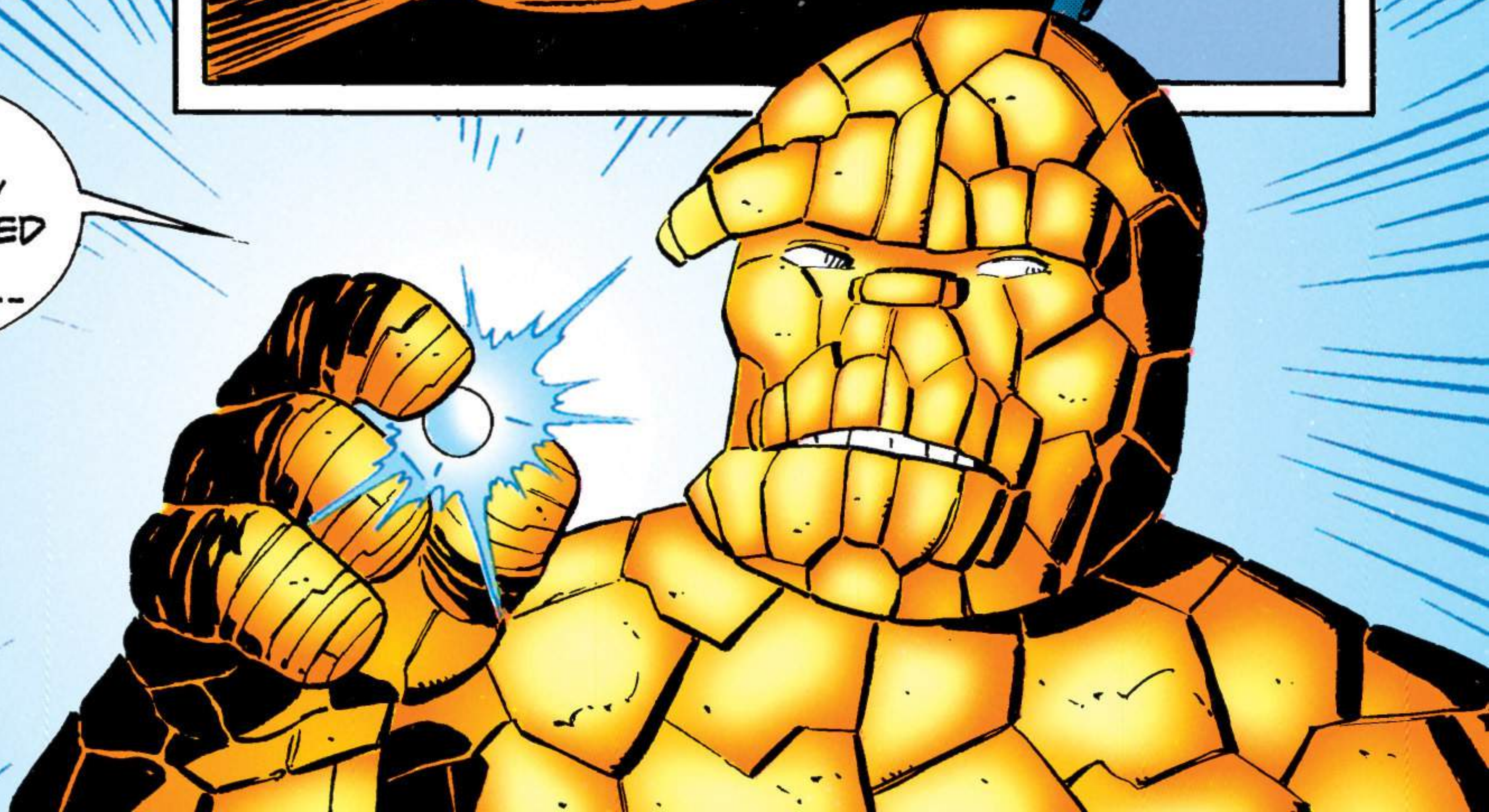
DON'T
EVEN
LOOK
LIKE
1996!

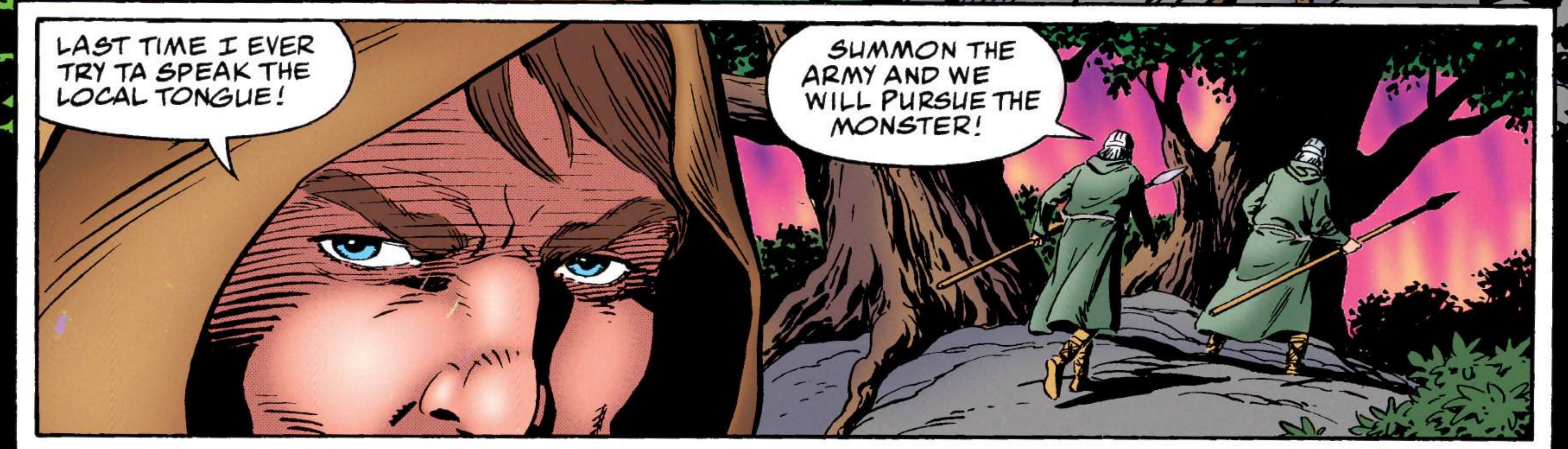
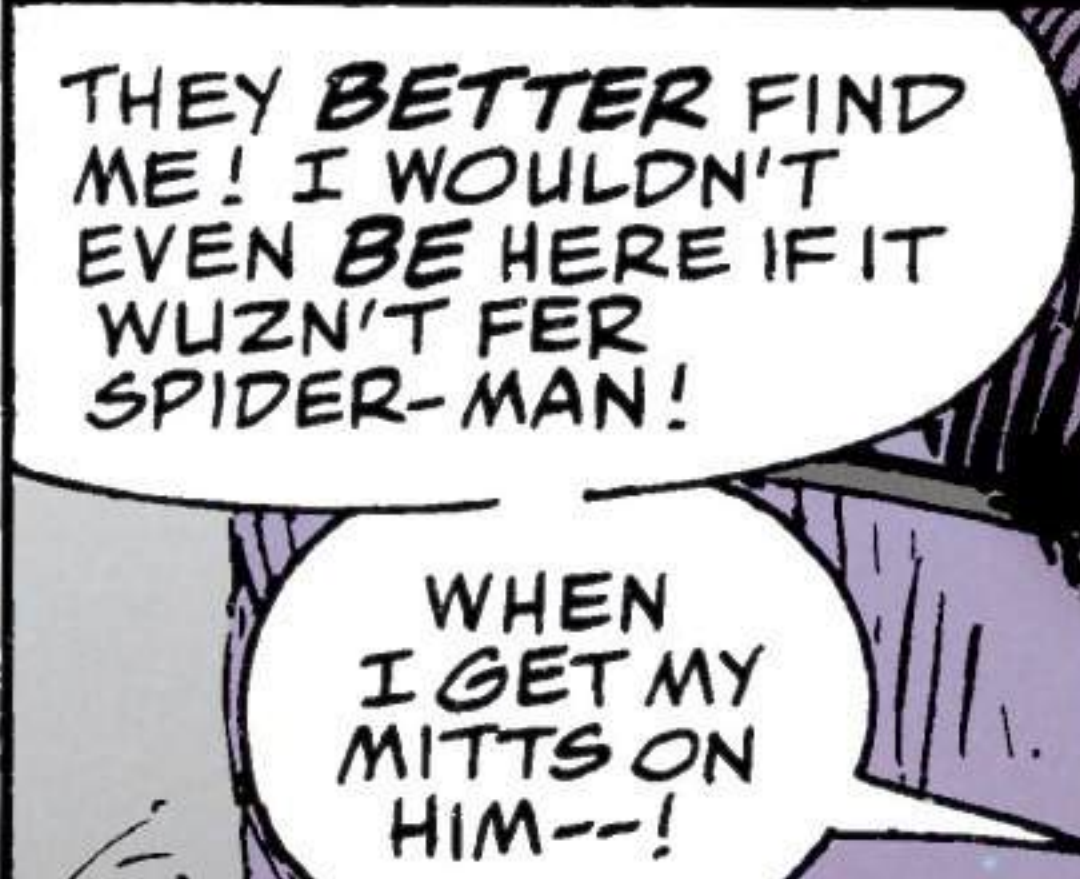
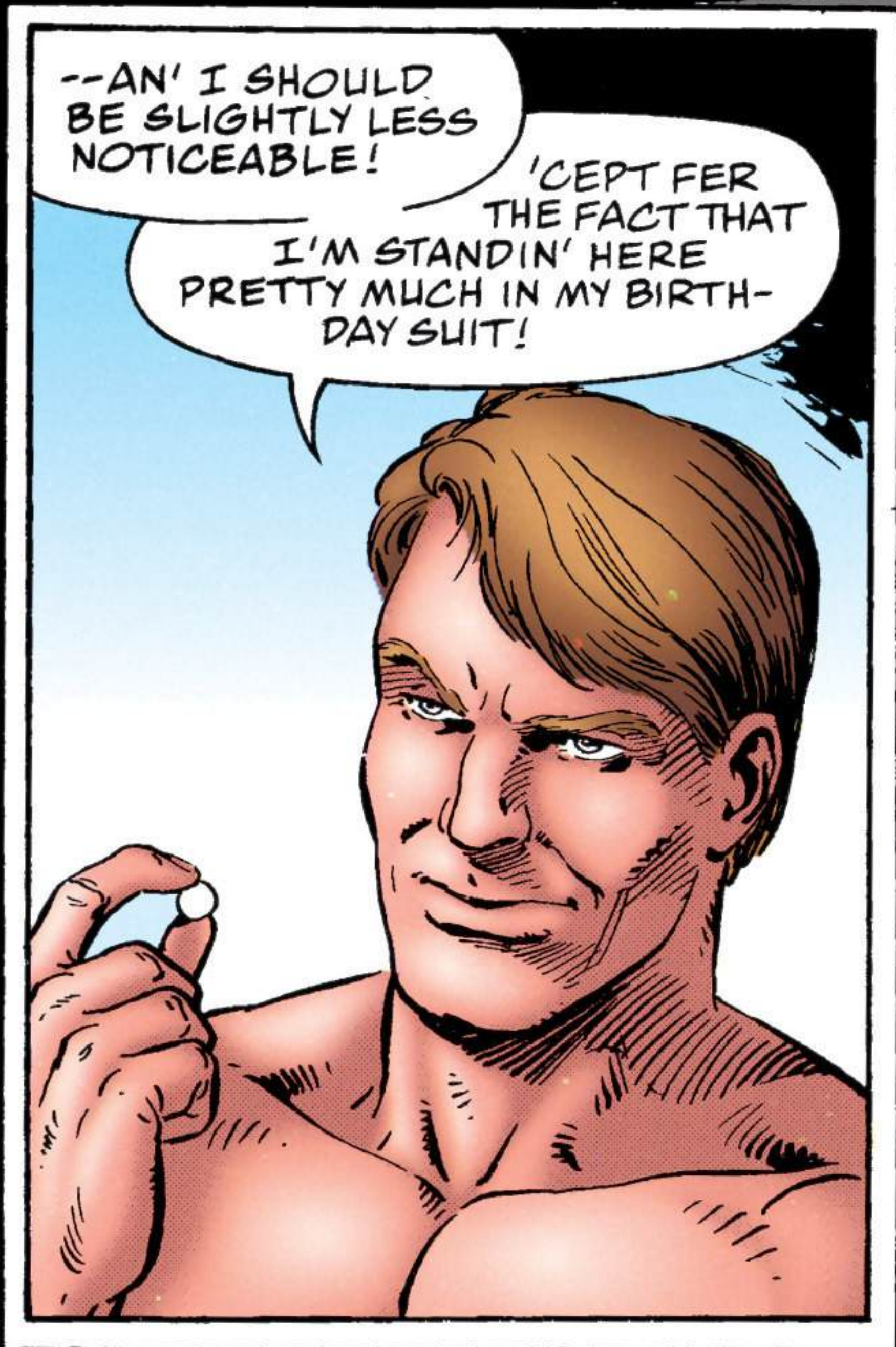


WITH DESE NATURAL GOOD
LOOKS O' MINE, I AIN'T
GONNA HAVE A MOMENT'S
PEACE, NEITHER!

UNLESS
I USE--

--DIS GIZMO
REED WHIPPED
UP! ONE BLAST O'
THE CONCENTRATED
COSMIC RAYS IN
DIS LITTLE BABY--







WHAT DO WE DO NOW? TOSS SPIDEY TO THE WOLVES HEAD FIRST?

ENOUGH JOKING AROUND, JOHNNY. WE MUST BE DILIGENT AND EFFICIENT IN OUR WORK IF WE ARE TO RESCUE BEN!

IF YOU DON'T MIND, REED, I'M THE ACKNOWLEDGED LEADER OF THE TEAM!

OOOOO...



STAND BACK, HOTHEAD! YOU WANT SPIDER-MAN TO SAVE THE DAY, SO LET'S ROCK!

BUT WHAT ABOUT ME? I WANT TO COME ALONG!

THE ASBESTOS SOLUTION IN SPIDER-MAN'S WEBBING STILL PREVENTS YOU FROM FLAMING ON, SO YOU'LL DO US MORE GOOD AS A BACK-UP!

NOT ONLY THAT, BUT YOUR BREATH IS A REAL KILLER! GO BRUSH YOUR TEETH OR SOMETHING, OKAY?

KEEP AN EYE ON SHIWA, JOHNNY! IT'S ENTIRELY POSSIBLE HE'S NOT ALL HE APPEARS!



YOU'VE DONE SOME CRUMMY THINGS IN THE PAST, BUT THIS ONE TOPS THEM ALL, SPIDEY!

IF YOU'RE SMART, WHEREVER YOU END UP--YOU WON'T COME BACK!

WHY DID YOU DO THIS TO ME?

SIMPLE!



THE HUMAN TORCH BEING UNABLE TO LIGHT UP LIKE A CANDLE ON HIS BIRTHDAY IS THE VERY DEFINITION OF A GREAT GAG!

RIGHT?

I... DON'T THINK SO.



LIKE I SAID, WEB-HEAD, DON'T COME BACK!

SEE YA LATER, SUNSHINE! DON'T FORGET TO KEEP THE LIGHT ON FOR US!

HOLD ON! OUR DESCENT WILL BE A RAPID ONE!

GOOD LUCK, GANG! HOPEFULLY, IT WON'T TAKE YOU LONG--

"--TO FIND BEN."

THINK I
FINALLY
FIGURED
SOMETHIN'
OUT!

I DROPPED OUTTA
DA SKY, SO IT MAKES
SENSE THAT THE REST O'
THE FF WILL, TOO!

IF I WANNA
SEE 'EM, THE BEST
PLACE TA BE IS THE
HIGHEST POINT
AROUND--

--AN' THAT
MEANS THE CASTLE'S
TOWER!

WELL, AIN'T THAT PEACHY!
IF THERE'S ANYTHIN' I
LOVE--

--IT'S
CLIMBIN' A
MOUNTAIN O'
STEPS!

ESPECIALLY
A MOUNTAIN
O' STEPS WITH
GUARDS!

HALT! WHO
GOES THERE?

UM... JAY
OF THE HOUSE
OF LENO?

'TIS HE! THE
CAD WHO MIS-
DIRECTED US
OUTSIDE!



HE IS IN
LEAGUE WITH
THE MONSTER!
SLAY HIM!

AW,
C'MON! YOU
GUYS GOT NO
CLASS!



EVEN MY
BUDDIES ON
YANCY STREET
KNOW ENOUGH
TA BE GRACIOUS
TA A VISITIN'
TYPE!



BUT YOU GUYS--

--YOU DON'T
KNOW NUTHIN'
'BOUT HOSTIN'
A PARTY!

YOU JUST
KEEP TRYIN' TA
STICK ME WITH
THESE OVERGROWN
TOOTHPICKS!



OH, WELL, BE
A BUNCH A JERKS!
GIVES ME A CHANCE FOR
A GOOD WORKOUT!

DO NOT TAKE
ANOTHER STEP,
VARLET!

"VARLET?"
WHAT THE
FLAMIN' HECK
IS A VARLET?

DESIST!



YOU
MARSHMALLOWS
ARE WAAAY TOO
SOFT! IF I NEVER
GET OUTTA HERE,
MAYBE I OUGHTA
OPEN UP MY OWN
BODYGUARD
BUSINESS!



I ORDERED YOU TO DESIST, AND
I EXPECT YOU TO DO SO!

YEAH? AND WHO
MIGHT YOU BE,
PEE-WEE?

I AM
RASHEED VEN GARMCHEE,
THE MOST POWERFUL WIZARD
IN ALL PERRINOIS!

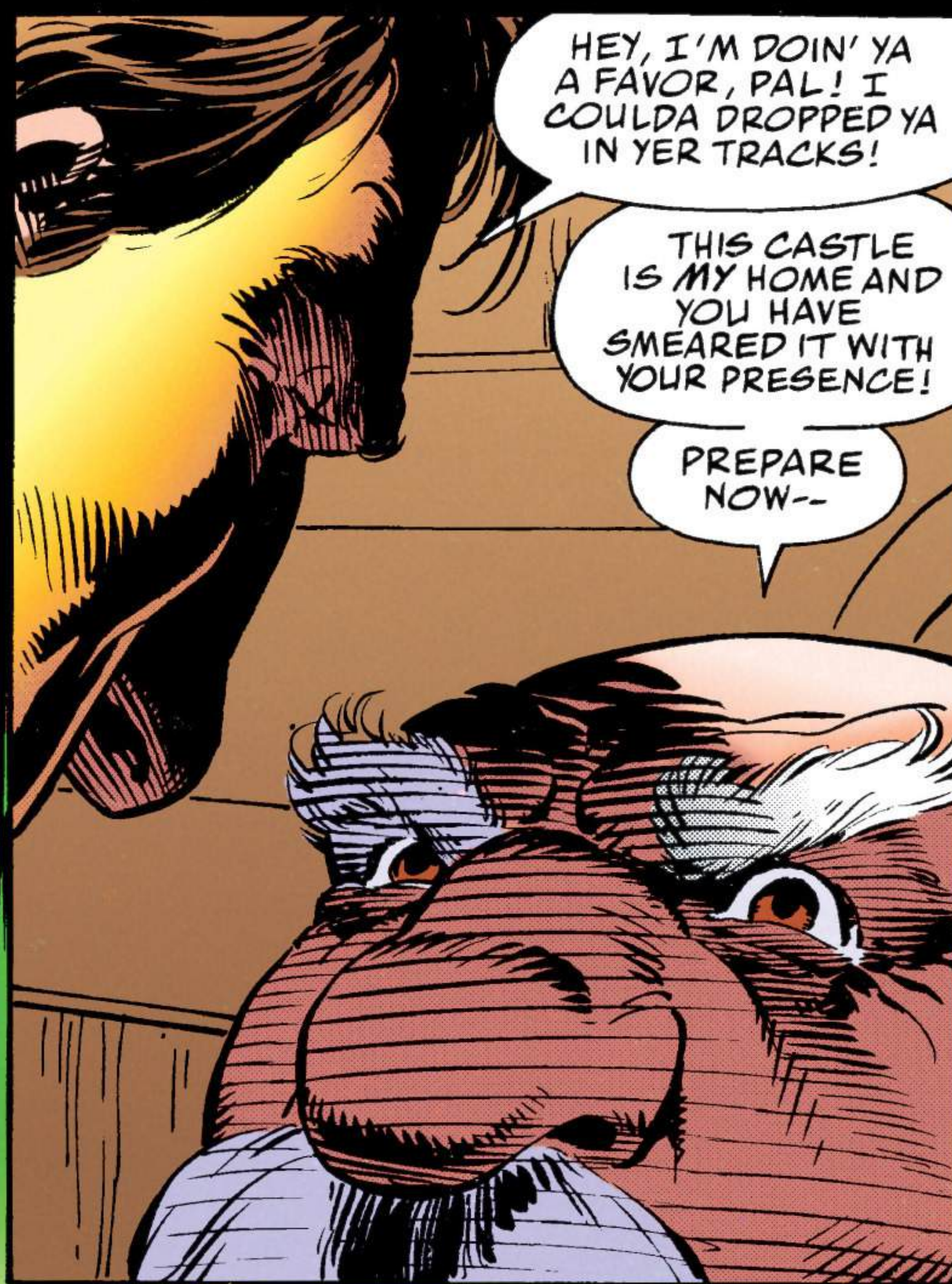
HOOP-
TEE-DOO.



NOW, WHY DON'T YOU JUST GO STAND OVER HERE, LITTLE FELLER.

WOULDN'T WANT YA GETTIN' HURT, Y'KNOW!

YOU... DARE TO TOUCH MY PERSON?!



HEY, I'M DOIN' YA A FAVOR, PAL! I COULDA DROPPED YA IN YER TRACKS!

THIS CASTLE IS MY HOME AND YOU HAVE SMEARED IT WITH YOUR PRESENCE!

PREPARE NOW--



--TO FACE THE WRATH OF MY INFINITE POWERS UN-LEASHED!

WHOA! THAT MUNCHKIN--HE'S TRANSFORMIN' HIMSELF--



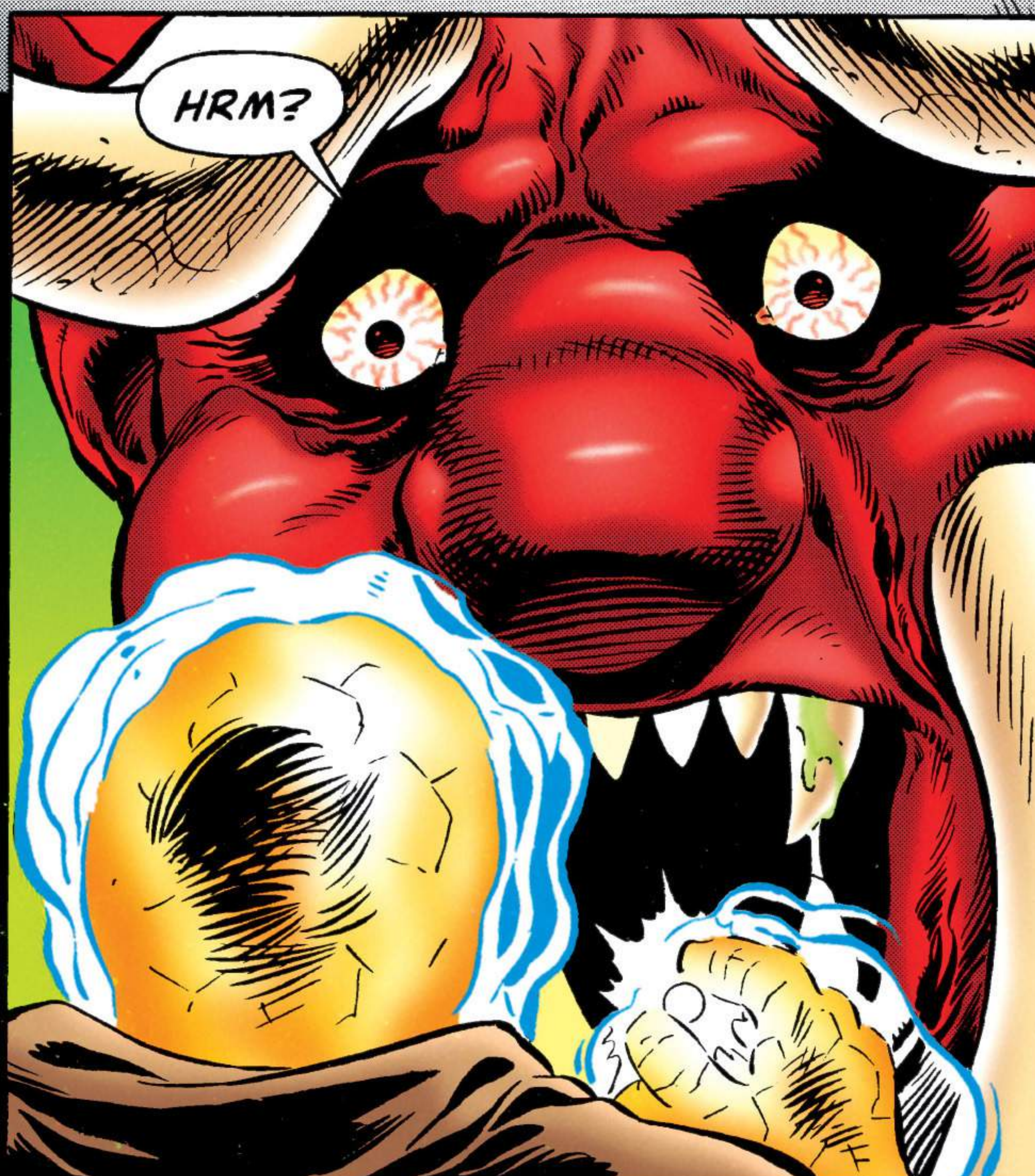
--INTA
SOMETHIN' BIG
N' UGLY!

IN THIS
UNSTOPPABLE
FORM OF A BORDOK,
I SHALL ENJOY DE-
VOURING YOU AS
SLOWLY AS
POSSIBLE!

DEVOUR ME?
HECK, I'M STILL
TRYIN' TA FIGGER
OUT WHAT A
"VARLET" IS!

'SIDES, YOU AIN'T GONNA
DEVOUR NOBODY! SEE,
YOU AIN'T THE ONLY ONE
WHO CAN TRANSFORM
HIMSELF!

I'M THE MOST
POWERFUL WIZARD
OF ALL YANCY
STREET!



HRM?



BORDOCK, SHMORDOCK!

ONLY
THING I
KNOW--

--IS THAT IT'S
CLOBBERIN'
TIME!

AN'
MIGHT I
SUGGEST YOU
USE AN ANTI-PER-
SPIRANT?

THIS ARMPIT
O' YOURS SMELLS
LIKE RANCID
TUNA!



RAARGH!

SORRY, BUT
I'M NOT A BIG
FAN O' WEENIE
ROASTS!

'SPECIALLY
WHEN MY
WEENIE IS THE
ONE GETTIN'
ROASTED!



I PREFER GAMES
AT A PICNIC! LIKE
BASEBALL!

CAL
RIPKEN--



--EAT
YER HEART
OUT!

KEERAKK!

YOU
INSUFFERABLE
CUR!



I AM CAPABLE
OF MANY MAGICAL
FORMS! SUCH AS--

--THIS!

WHAT? YOU WANNA BE
SHORT OR SUMTHIN' SO YA CAN
SINK YER CHOMPERS INTO MY
BIG TOE?

NO!

I SHALL END
YOUR WORTHLESS
EXISTENCE BY
SUMMONING--

"--THE FLYING
DRAGON LIZARDS
OF ALGANOM!"

SCREE-AHH!

SCREE-AHH!

sheesh! THESE
LAME-OS AREN'T
ARMED WIT' ANYTHING
DEADLIER THAN A
TOOTHPICK--

--BUT THERE'S
SO BLASTED MANY OF
'EM THAT I DON'T GOT
A CHANCE BY MY
LONESOME!



NO NEED TO WORRY, BENJY! THE CAVALRY IS ON THE WAY!

MIGHT I SUGGEST LESS JOULARITY AND MORE ATTENTION TO THE IMMEDIATE DANGER, SPIDER-MAN?

IF ONLY I HAD MY FORCE-FIELD POWERS! * THESE DEVILS WOULD BE NO THREAT AT ALL!

*SEE RECENT ISSUES OF THE FANTASTIC FOUR FOR ALL THE DETAILS! --Tom.



DON'T WORRY, SUZY! NO WAY THESE GOOFBALLS ARE GONNA PREVENT ME FROM DOIN' WHAT I GOT IN MIND--

--GETTIN' MY MITTS ON SPIDER-MAN!



"-- I AIN'T HAD ME
A TUSSELE LIKE
THIS IN AGES!"



OOPS! I'D
APOLOGIZE FOR
RUINING YOUR TEETH,
BUT I'M SURE YOU
LIZARDS HAVE A GOOD
DENTAL PLAN!

IF NOT--
UNIONIZE!

EITHER
THAT OR SUE
THE LITTLE GUY
WITH THE WHITE
BEARD!

THOSE
STRANGE BEINGS
THAT CAME FROM
THE SKY-- THEY ARE
DOING MY BROTHER'S
BIDDING!





YES! EVEN NOW HE WATCHES HIS AGENTS FROM THE SKIES!

I AM THE GREATEST WIZARD OF ALL, SHIWA! AND I SHALL PROVE IT TO YOU THUS!



HEY! THAT GUY IS SHOOTING MYSTIC BOLTS AT US!

AMAZING! HOW DO THESE SHIPS FLY THROUGH SPACE ITSELF?

HEY, SHIWA! WOULD YOU PAY ATTENTION TO REALITY HERE?



SHIWA HAS PIERCED THE BARRIER TO ANOTHER WORLD--ONE I SHALL CLAIM FOR MY OWN!

ATTACK, MY DRAGON LIZARDS! MY MYSTIC ENERGIES WILL OPEN THE PORT-HOLE EVEN WIDER!



UH-OH! THAT ARMY OF DINOSAUR BEASTIES! THEY'RE HEADING THIS WAY AND I CAN'T STOP THEM!

DO SOMETHING, SHIWA!

I MUST FIND A WAY TO FLY IN ONE OF THOSE SHIPS MYSELF!



OUR SITUATION HAS WORSENE! IT IS NOT ENOUGH FOR US TO MERELY ESCAPE!

WE MUST NOW PREVENT THESE CREATURES FROM REACHING EARTH!

BEFORE THIS DAY IS OVER, MY BROTHER SHALL ACKNOWLEDGE ME AS THE GREATEST WIZARD OF ALL!

AH, SHADDAP, ALREADY!

AWAY!

YEEOWWW!

IZZAKT!

BEN! I CAN'T HELP HIM, REED! IT'S UP TO YOU NOW!

MY PLEASURE!

NICE SAVE, STRETCHO!

YOUR LIVES ARE OF NO CONSEQUENCE TO ME! ONCE I USE MY POWERS TO WIDEN THE PORTHOLE--

--YOUR WORLD WILL BE MINE!

EVER THOUGHT OF APPLYIN' FER THAT CENTER FIELD JOB WITH THE METS?

NOT NECESSARILY! I MIGHT NOT HAVE MY FORCE-FIELD, BUT I CAN STILL TURN INVISIBLE!



AND THAT'S ALL I NEED TO BEAT THE LIKES OF YOU!

NORMALLY, I WOULDN'T BE SO VIOLENT, BUT WITHOUT MY FORCE-FIELD POWERS, I DON'T HAVE MUCH OF A CHOICE!

NRRRF!



WAY TA GO, SUZY! YA CLOBBERED THE MUG!

HIDEY-HO, BOYS N' GIRLS! DID THE MIGHTY FANTASTIC FOUR FINALLY MANAGE TO BEAT THAT LITTLE HOCKEY PUCK?



YOU! WHY, I OUGHTA--

EASY, BENJY! DON'T FORGET THAT IT'S "BE KIND TO SPIDERS WEEK!"

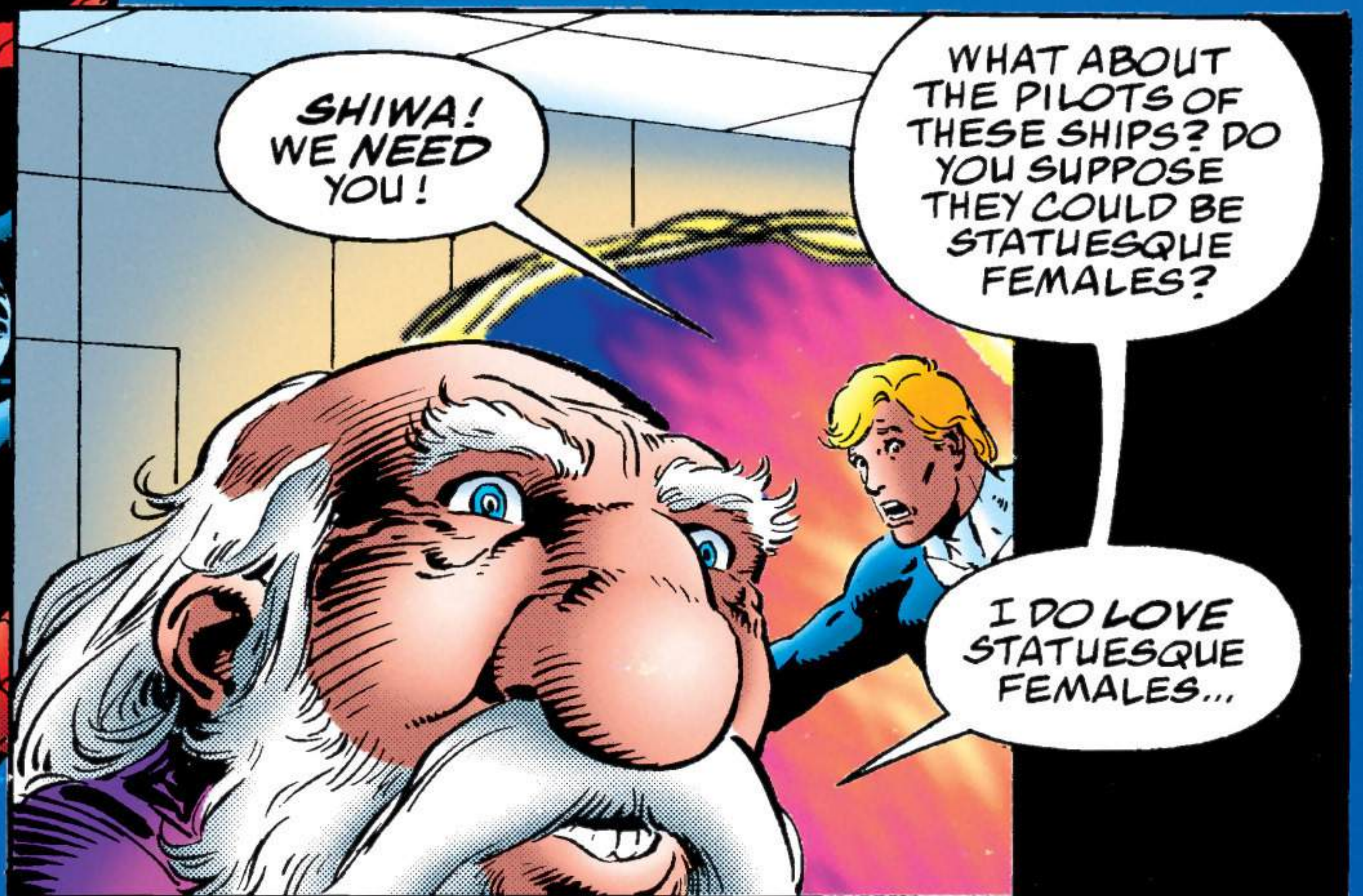
HARM ONE OF US AND THE PENALTY IS FIVE YEARS HARD LABOR--

--OR WATCHING "MURDER SHE WROTE!" WHICHEVER IS WORSE!



SHIWA! YOUR BROTHER FIRED A MYSTIC BOLT AND IT'S STILL ON ITS WAY! YOU HAVE TO DO SOMETHING!

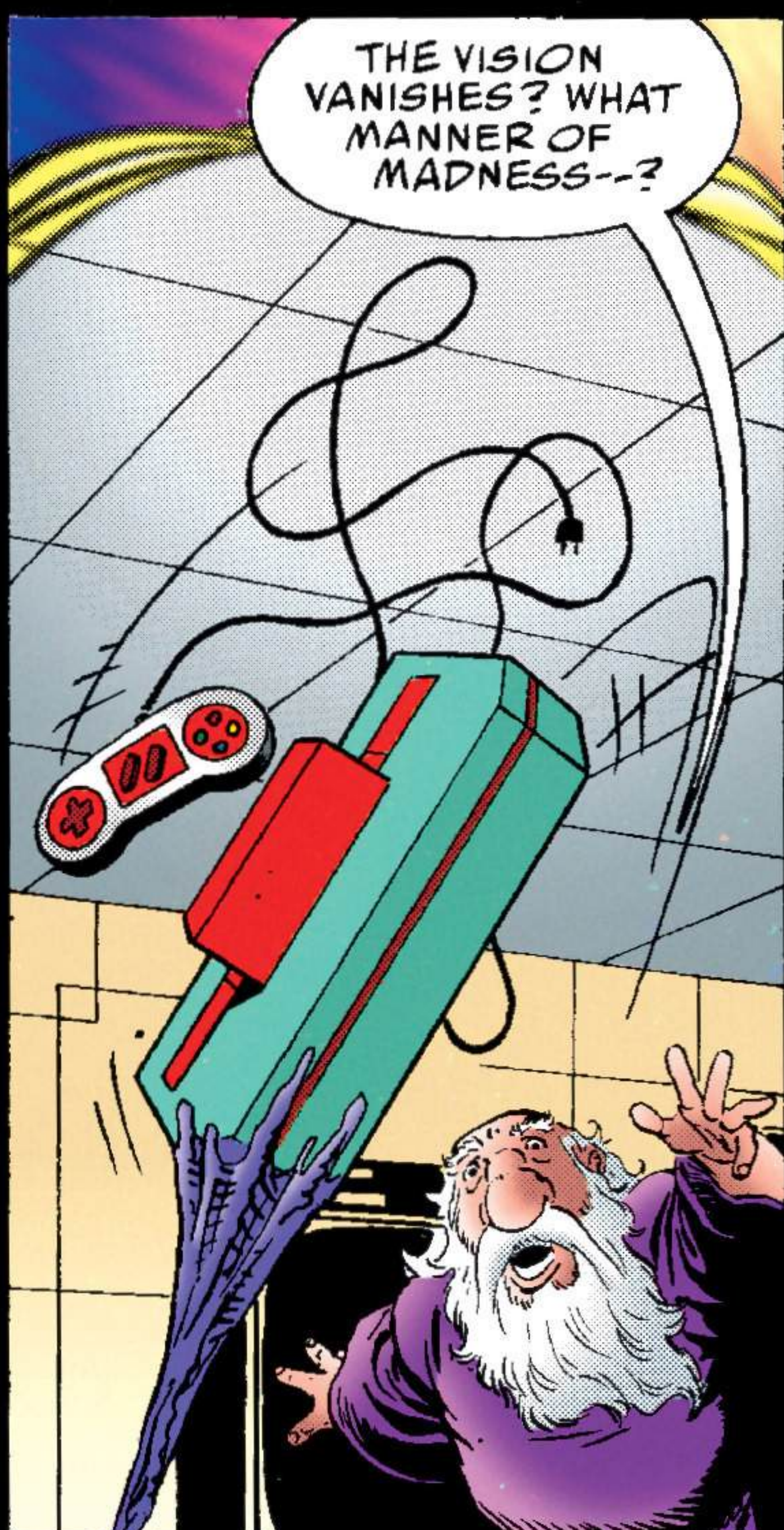
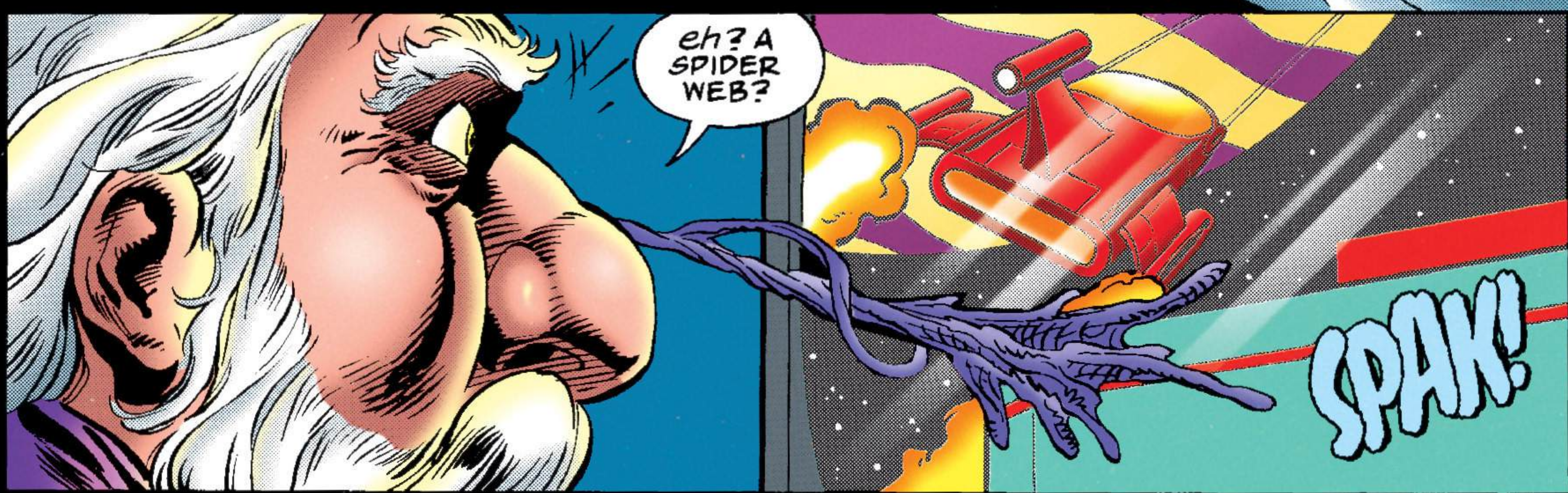
ASTONISHING!



SHIWA! WE NEED YOU!

WHAT ABOUT THE PILOTS OF THESE SHIPS? DO YOU SUPPOSE THEY COULD BE STATUESQUE FEMALES?

I DO LOVE STATUESQUE FEMALES...



BUT I SHALL COMPLY! FIRST I SHALL SEND THE DRAGON LIZARDS BACK TO THEIR REALM--

--AND THEN I SHALL CLOSE THIS PORTHOLE!

SHOOM!

MOVE IT! IT'S CLOSING!

HEY! WATCH YER HANDS, TWERP!

IT'S CLOSING! HURRY!

REED! CAN YOU GET US UP THERE IN TIME?

YOU KIDDIN' SUZY? STRETCHO CAN DO ANYTHING ONCE HE SETS HIS MIND TO IT!

I MEAN, HE EVEN CAME BACK FROM THE DEAD!

HOW MANY GUYS CAN DO THAT?

WELL, ONE OR TWO DO COME TO MIND...

TOO SMALL! CAN'T--SQUEEZE THROUGH!

SERVES YOU RIGHT! STAY THERE!

JOHNNY!

OKAY, OKAY! I'M SORRY! I'LL NEVER DO ANYTHING LIKE THIS AGAIN! I PROMISE!

JUST HELP ME!

ENOUGH, ALREADY! I CAN'T STAND THE THOUGHT OF NOT HAVING YOU TO POUND ON!



YA SHOULDA LEFT HIM, MATCH-HEAD!

LIGHTEN UP! YOU GUYS DON'T REALLY HATE ME, DO YOU?

I THINK IT'S TIME WE START TALKING PUNISHMENT FOR THIS BOZO!

AGREED. THERE'S A LESSON TO BE LEARNED HERE.



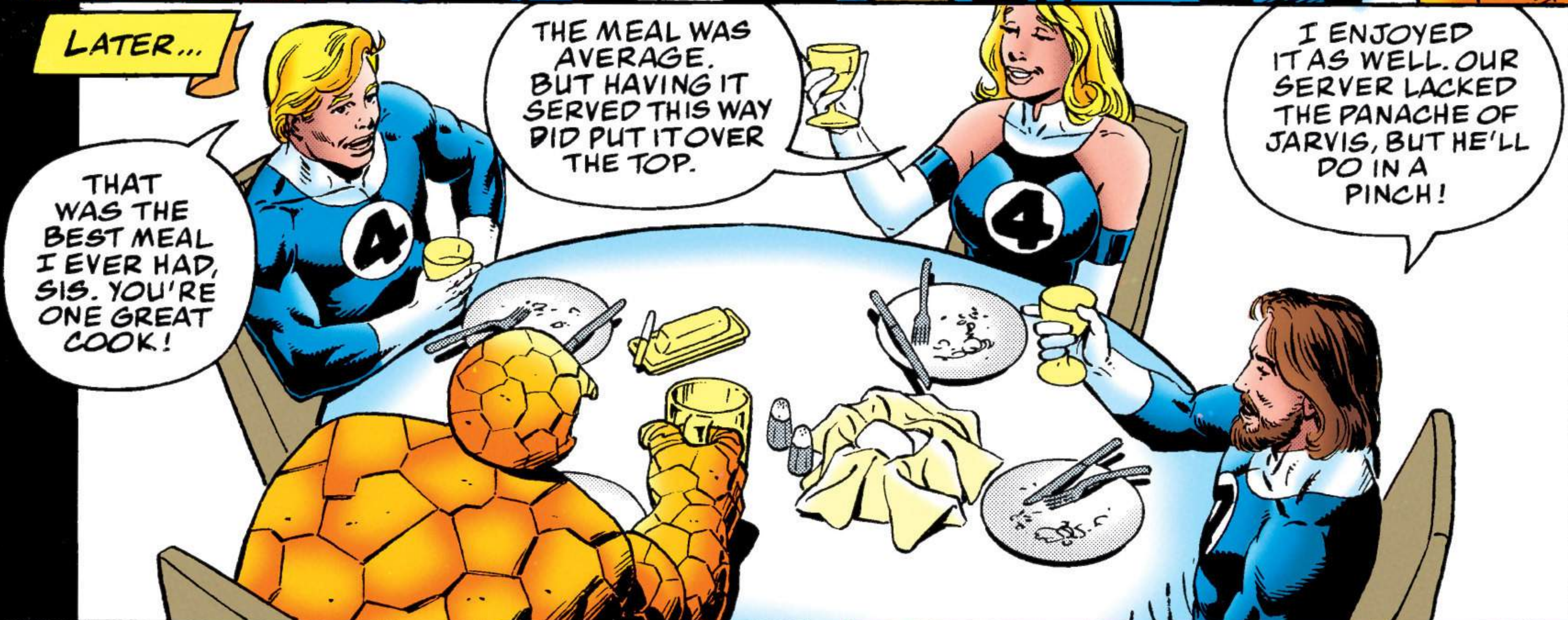
I GOTTA GO! MY SPIDER-VISION SHOWS THE RHINO ROBBING A JEWELRY STORE!

I MUST STOP HIM!

YOU DON'T HAVE SPIDER-VISION!

I DON'T?

IF I MIGHT MAKE A SUGGESTION...



LATER...

THAT WAS THE BEST MEAL I EVER HAD, SIS. YOU'RE ONE GREAT COOK!

THE MEAL WAS AVERAGE, BUT HAVING IT SERVED THIS WAY DID PUT IT OVER THE TOP.

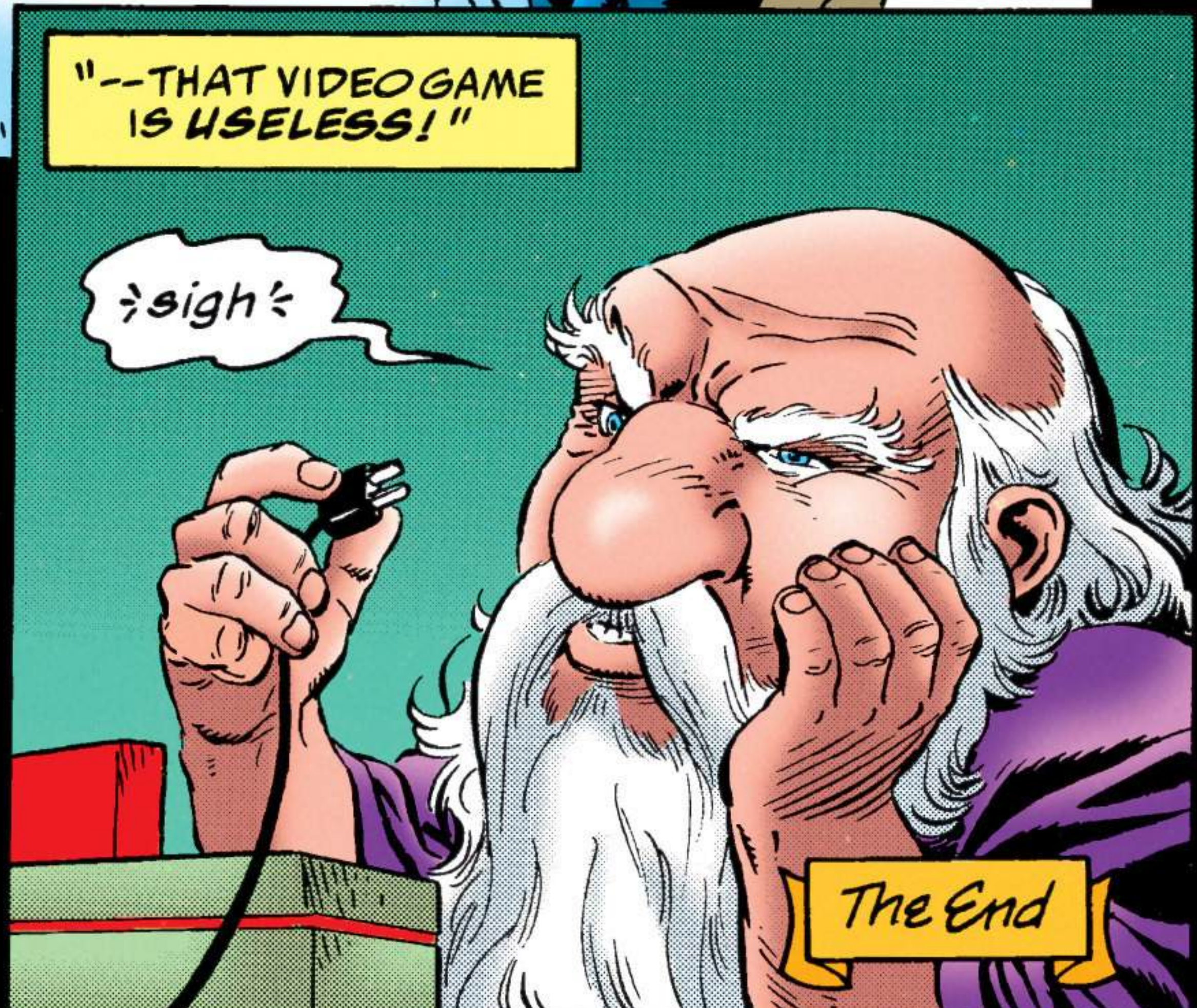
I ENJOYED IT AS WELL. OUR SERVER LACKED THE PANACHE OF JARVIS, BUT HE'LL DO IN A PINCH!



HEY, SPIDEY! GET ME ANOTHER BREWSKI!

YEAH, YEAH, YEAH...

I WONDER HOW SHIWA'S GETTING ALONG. WITHOUT ELECTRICITY--



"--THAT VIDEO GAME IS USELESS!"

~sigh~

The End

MARVEL[®]
COMICS



SPIDER-MAN[®]

JULY '96 6

THE SENSATIONAL

SPIDER-MAN

SPECIAL
PRELAPSE
UPDATE INSIDE!

APPROVED
BY THE
COMICS
CODE
AUTHORITY



I HAVE A REAL
PROBLEM, DADDY.

IT SEEMS LIKE MY
LIFE HAS TURNED
INTO A REAL MESS.

EVERYTHING'S SPINNING
OUT OF CONTROL SO FAST
THAT I DON'T KNOW IF
I'M COMING OR GOING.

STAN LEE
presents
THE SENSATIONAL
SPIDER-
MAN
in

The ULTIMATE Responsibility

His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and as a costumed crime-fighter, he continues his crusade... for he understands that with great power comes great responsibility!

DAN JURGENS **KLAUS JANSON**
Story & Art Finished Art

RICHARD STARKINGS
(AND) COMICRAFT
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MALIBU Enhancements
MARK BERNARDO & RALPH MACCHIO Editors

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I GUESS THAT'S WHY
I'M HERE AT YOUR
GRAVE, DADDY.

YOU'VE BEEN DEAD FOR SUCH A LONG
TIME THAT I'VE ALMOST FORGOTTEN
WHAT YOUR VOICE SOUNDED LIKE.

EVEN WHEN YOU WERE ALIVE,
WE WERE SEPARATED SO
MUCH THAT YOU COULDN'T
GIVE ME MUCH ADVICE.

BUT I'M SURE YOU
WERE A SMART MAN.

I'M SURE YOU COULD TELL
ME THE RIGHT THING TO DO.

I KNOW YOU COULDN'T BE THERE
FOR ME AS MUCH AS YOU WANTED
TO BE. SEEMS LIKE YOU WERE
ALWAYS IN TROUBLE WITH THE LAW --

-- BUT YOU WERE
JUST DOING WHAT
YOU HAD TO DO TO
FEED ME. YOU HAD TO,
BECAUSE MA DITCHED
US YEARS BEFORE.

MUCH AS I DIDN'T WANT TO ADMIT IT TO BEN,
I KNEW YOU WERE WRONG. YOU WERE BURGLARIZING A HOUSE
WHEN AN OLD MAN CONFRONTED YOU WITH HIS GUN.

WHILE TRYING
TO DEFEND
YOURSELF THE
GUN WENT OFF
AND THE OLD
MAN DIED!

THEN
SPIDER-
MAN --

-- SPIDER-MAN!! --

-- SHOWED UP AND BUSTED
YOU FOR MURDER! YOU TOLD
ME ALL ABOUT HOW HE LIED
TO THE POLICE AND CLAIMED
THE GUN WAS YOURS!

HE DID IT TO KICKSTART
HIS CAREER. YOU ENDED
UP IN JAIL AND I ENDED
UP BOUNCING FROM ONE
FOSTER HOME TO ANOTHER!

I WAITED AND
WAITED FOR THE
DAY WHEN YOU'D
GET OUT OF JAIL.
BUT WHEN YOU
FINALLY DID --



-- SPIDER-MAN FOUND YOU AND KILLED YOU. PROBABLY TO KEEP YOU FROM TELLING THE TRUTH ABOUT YOUR INNOCENCE!

I HATED AND LOATHED SPIDER-MAN FOR THAT.

ALWAYS THOUGHT THAT IF I GOT THE CHANCE --



BY GIVING THIS PHOTO TO THE POLICE OR THE PRESS I COULD RUIN HIM FOREVER!

THAT'S WHERE THINGS GET COMPLICATED, THOUGH, DADDY.

IT HURTS ME TO ADMIT IT --



-- I'D TAKE HIM DOWN FOR YOU!

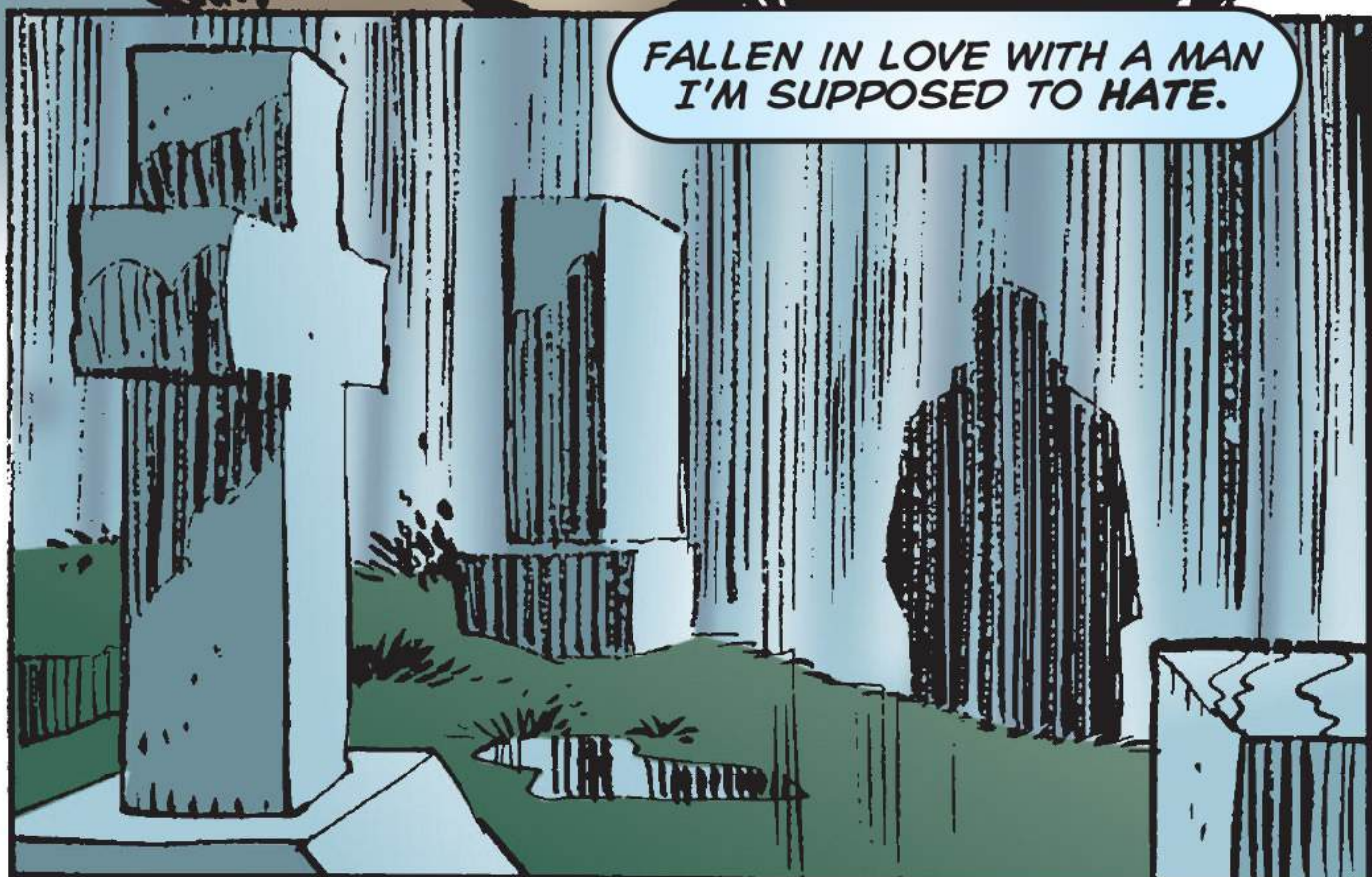
NOW I HAVE THAT CHANCE! I FOUND OUT WHO SPIDER-MAN IS!

HE CAN'T HIDE UNDER THAT MASK ANYMORE!



-- BUT SPIDER-MAN IS BEN REILLY.

AND GOD HELP ME... I'VE FALLEN IN LOVE WITH HIM.



FALLEN IN LOVE WITH A MAN I'M SUPPOSED TO HATE.



During my first years as Spider-Man it always seemed like it was more of a CURSE than a blessing!

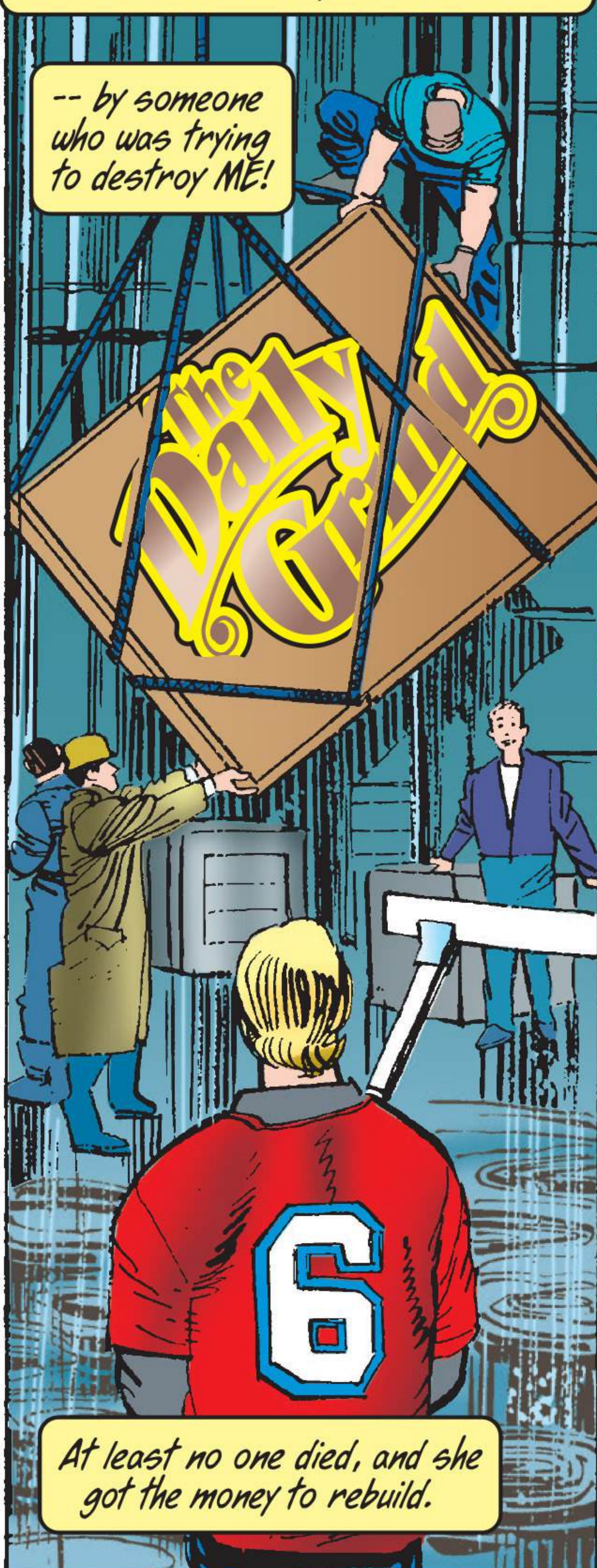
Seems like anyone who got close to me -- like Uncle Ben, Captain Stacy, or his daughter Gwen --

-- ended up paying a PRICE for knowing me!

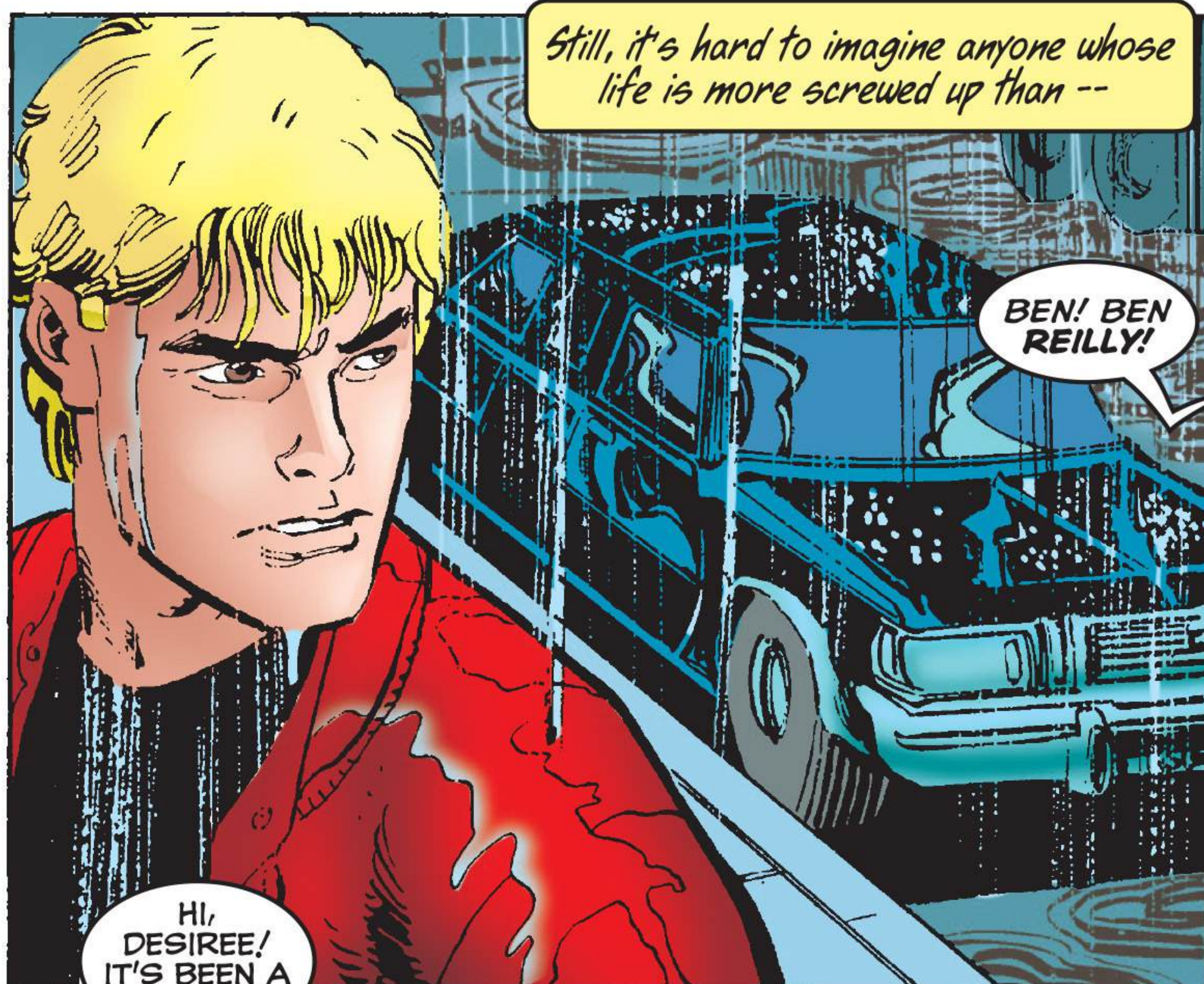
Guess that hasn't changed!

The lady who owned THE DAILY GRIND is as nice as they come! She didn't deserve to have her place torched --

-- by someone who was trying to destroy ME!



At least no one died, and she got the money to rebuild.



Still, it's hard to imagine anyone whose life is more screwed up than --

BEN! BEN REILLY!

HI, DESIREE!
IT'S BEEN A WHILE!



FOR SURE! BUT I WANTED TO TELL YOU HOW RELIEVED I WAS WHEN I HEARD THAT YOU WEREN'T THE ARSONIST WHO BURNED DOWN THE DAILY GRIND!

THANKS. I GUESS SOMEONE WANTED TO FRAME ME!



THANKS FOR THE KIND WORDS, DEZ! BUT I GOTTA GET OUT OF THIS RAIN BEFORE I TURN INTO A **DUCK**!

LOOK, I KNOW A GREAT WAY FOR YOU TO DRY OFF!



LUNCH.

THE BEST SOUTHWEST PLACE IN TOWN.

RIO.

MY TREAT.

YOU INTERESTED?

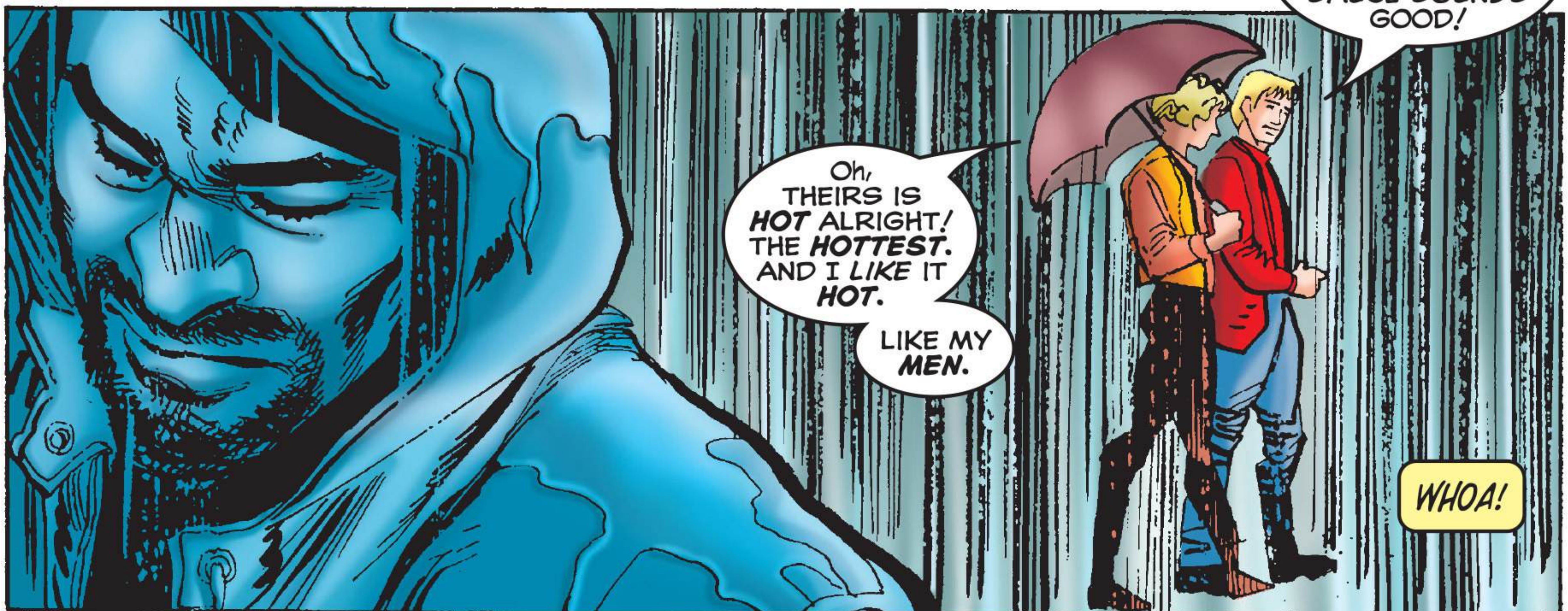


WHY ME, DEZ? YOU HARDLY KNOW ME, AND YOU HAVE YOUR PICK OF GUYS DROOLING AFTER YOU!

BECAUSE YOU'RE A **MYSTERY** MAN, Mr. REILLY.

AND I JUST LOOOVE A GOOD MYSTERY!

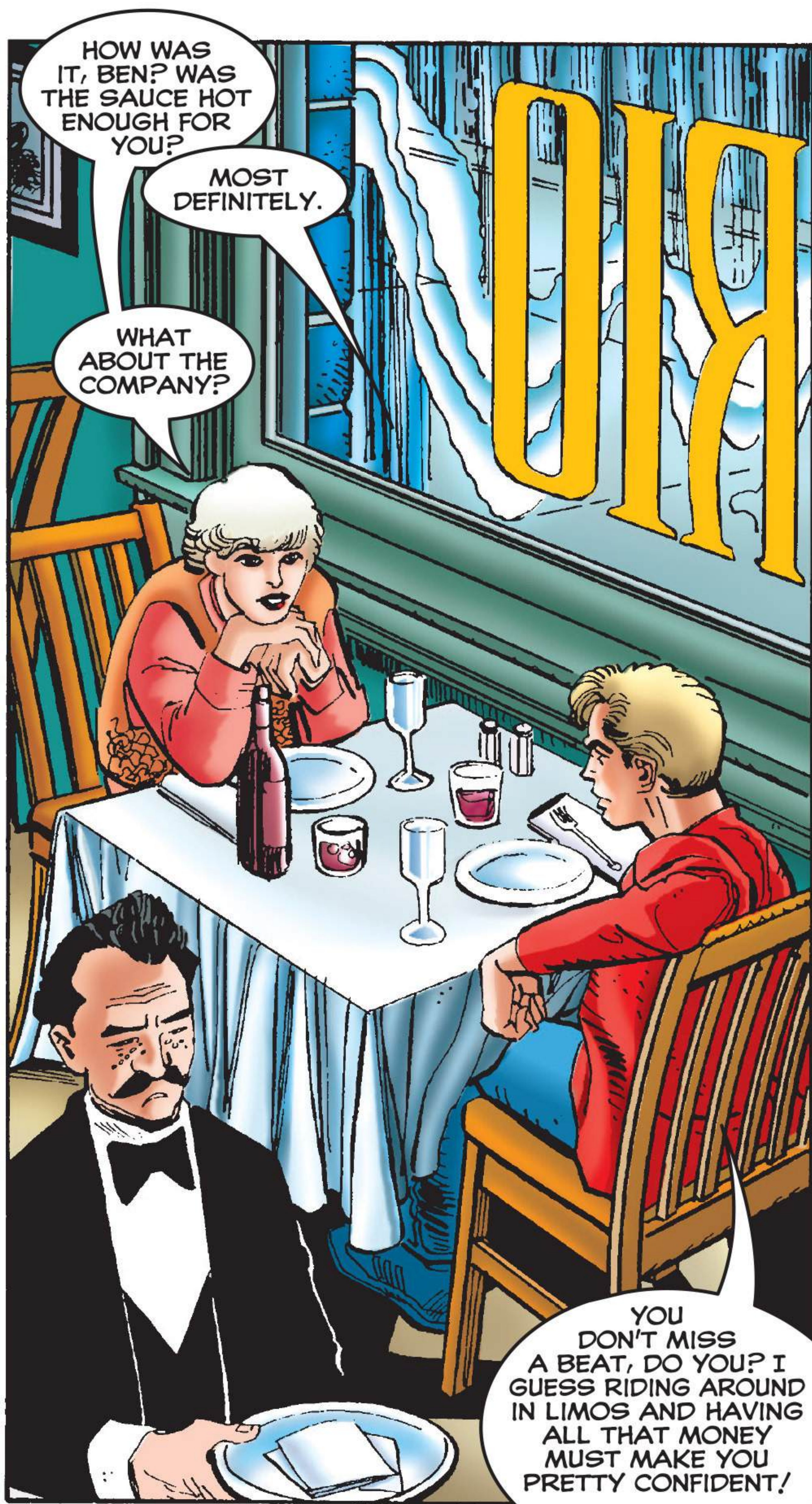
OKAY, I'M IN! SOME NICE **HOT** PICANTE SAUCE SOUNDS GOOD!



Oh, THEIRS IS **HOT** ALRIGHT! THE **HOTTEST**. AND I LIKE IT **HOT**.

LIKE MY **MEN**.

WHOA!



HOW WAS IT, BEN? WAS THE SAUCE HOT ENOUGH FOR YOU?

MOST DEFINITELY.

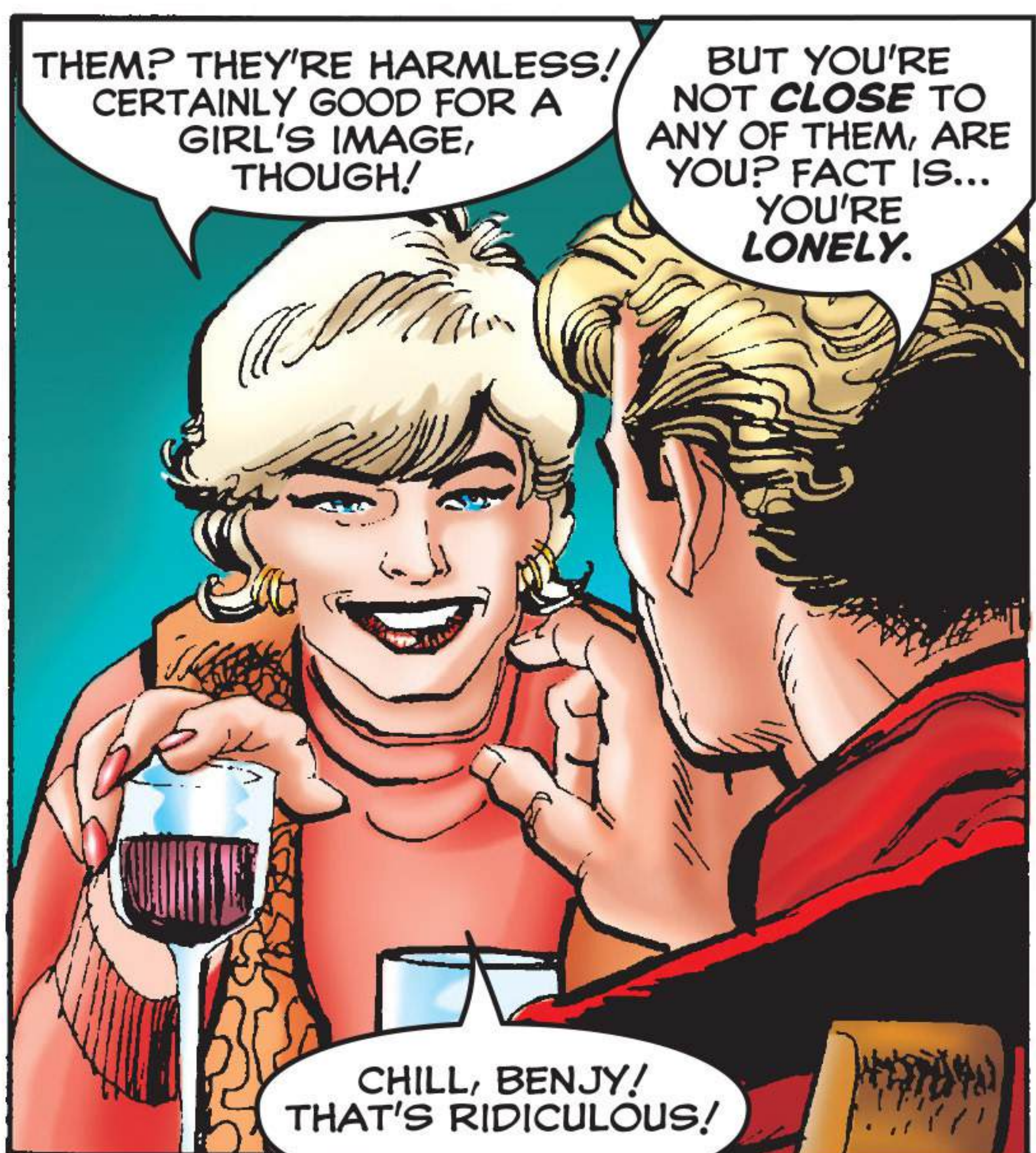
WHAT ABOUT THE COMPANY?

YOU DON'T MISS A BEAT, DO YOU? I GUESS RIDING AROUND IN LIMOS AND HAVING ALL THAT MONEY MUST MAKE YOU PRETTY CONFIDENT!



OF COURSE! IT ALSO TEACHES ME THAT IF I SEE SOMETHING I WANT, I SHOULD GO OUT AND GET IT!

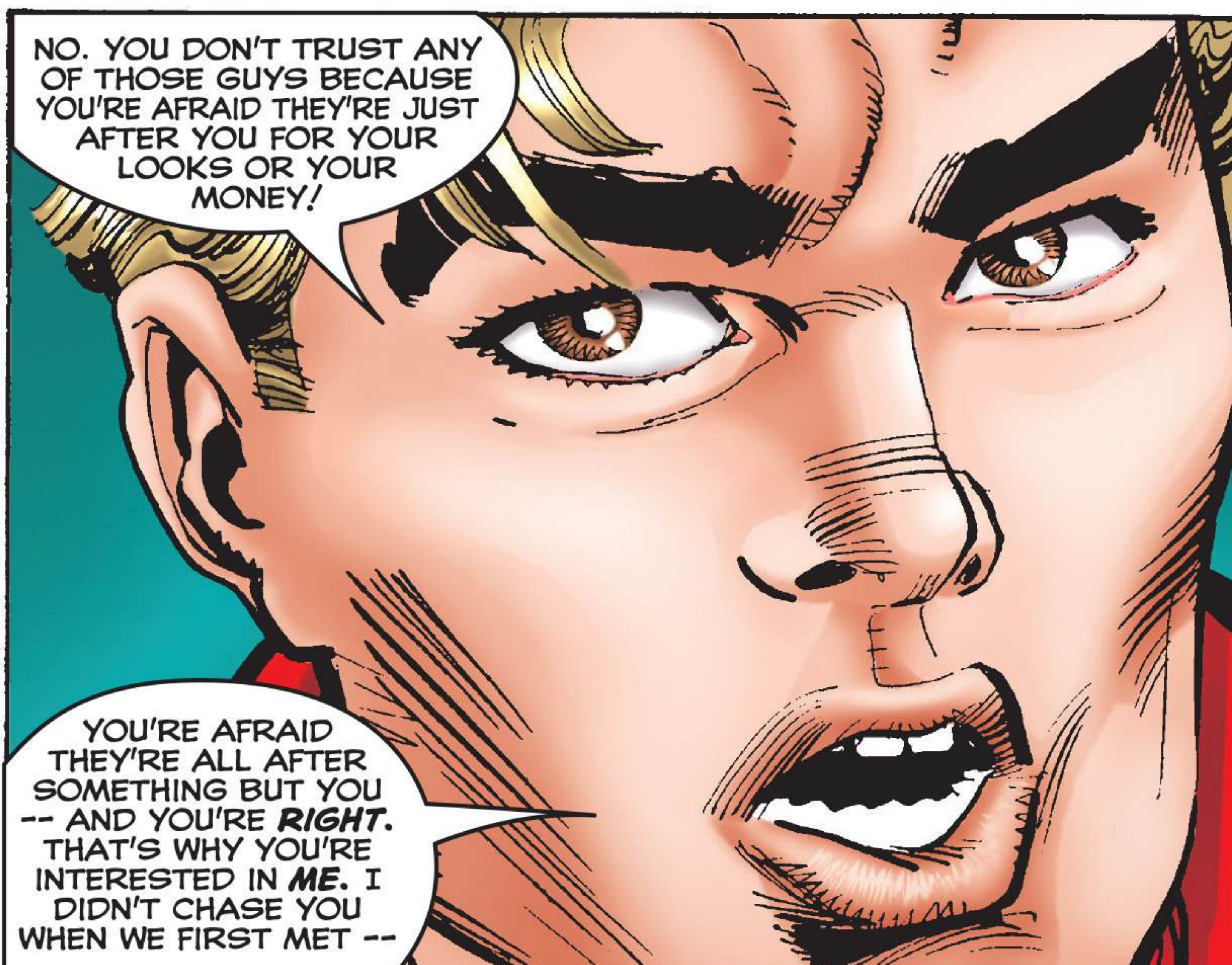
IS THAT WHERE I COME IN? WHAT ABOUT THAT PACK OF WILD MALE STUDENTS THAT FOLLOWS YOU WHEREVER YOU GO?



THEM? THEY'RE HARMLESS! CERTAINLY GOOD FOR A GIRL'S IMAGE, THOUGH!

BUT YOU'RE NOT **CLOSE** TO ANY OF THEM, ARE YOU? FACT IS... YOU'RE **LONELY**.

CHILL, BENJY! THAT'S RIDICULOUS!

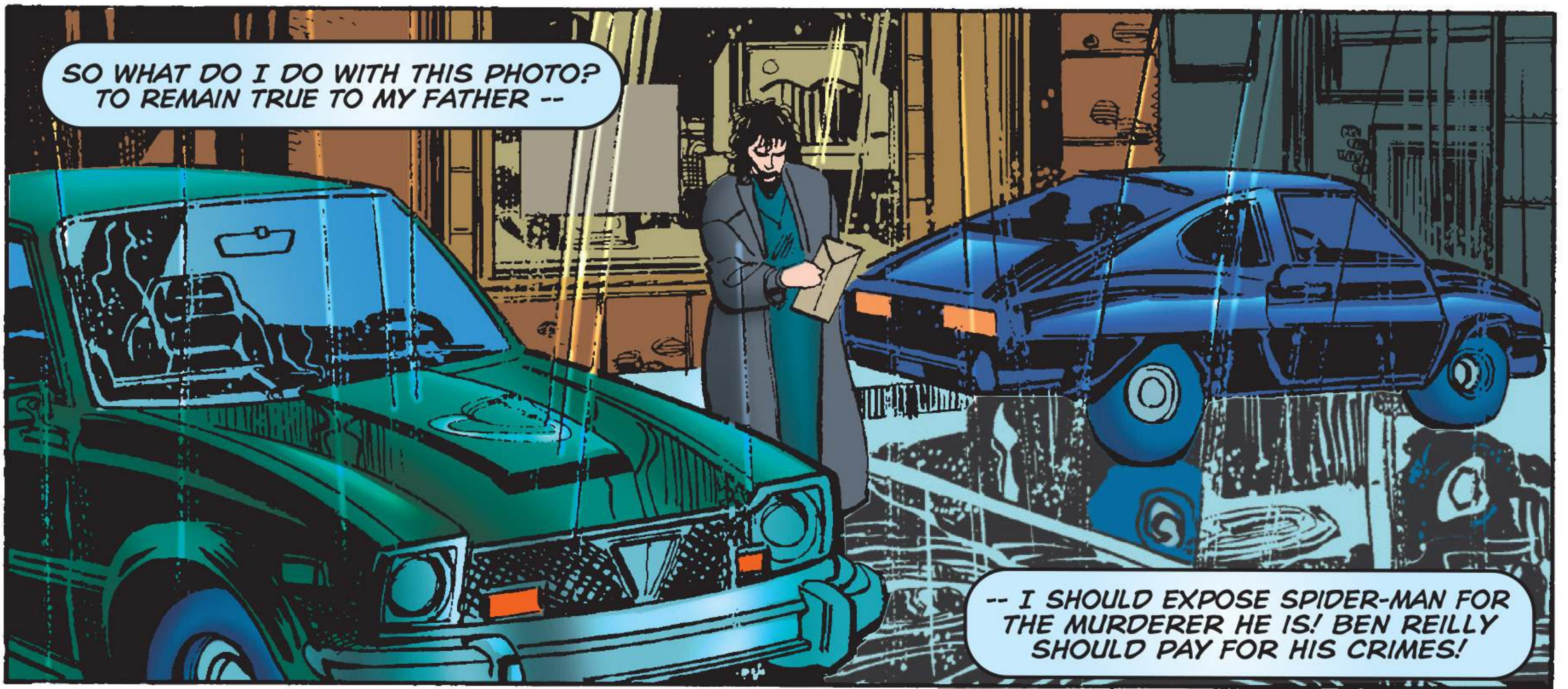


NO. YOU DON'T TRUST ANY OF THOSE GUYS BECAUSE YOU'RE AFRAID THEY'RE JUST AFTER YOU FOR YOUR LOOKS OR YOUR MONEY!

YOU'RE AFRAID THEY'RE ALL AFTER SOMETHING BUT YOU -- AND YOU'RE **RIGHT**. THAT'S WHY YOU'RE INTERESTED IN **ME**. I DIDN'T CHASE YOU WHEN WE FIRST MET --

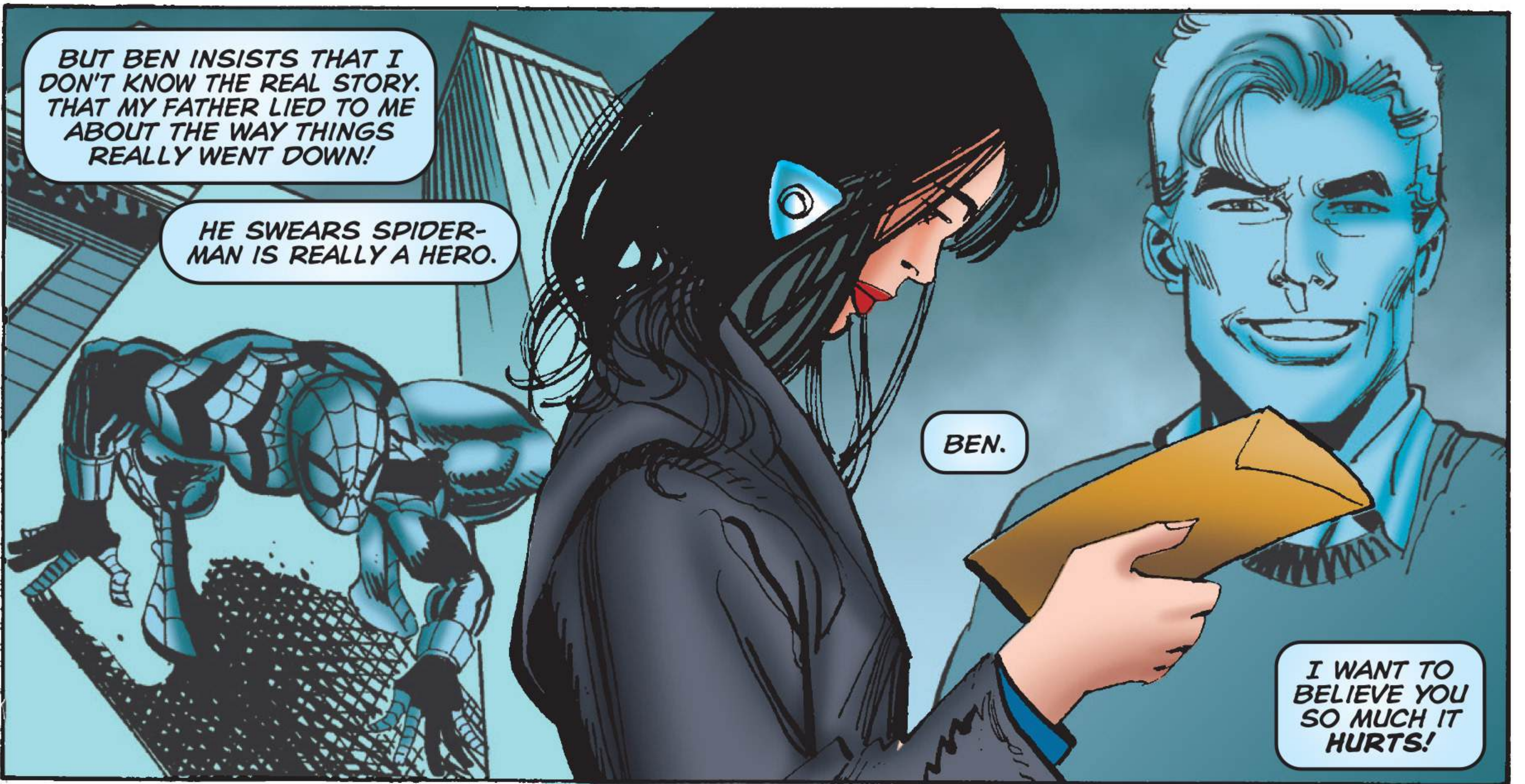


-- AND YOU **KNOW** I DON'T CARE ABOUT THE BUCKS!



SO WHAT DO I DO WITH THIS PHOTO?
TO REMAIN TRUE TO MY FATHER --

-- I SHOULD EXPOSE SPIDER-MAN FOR
THE MURDERER HE IS! BEN REILLY
SHOULD PAY FOR HIS CRIMES!



BUT BEN INSISTS THAT I
DON'T KNOW THE REAL STORY.
THAT MY FATHER LIED TO ME
ABOUT THE WAY THINGS
REALLY WENT DOWN!

HE SWEARS SPIDER-
MAN IS REALLY A HERO.

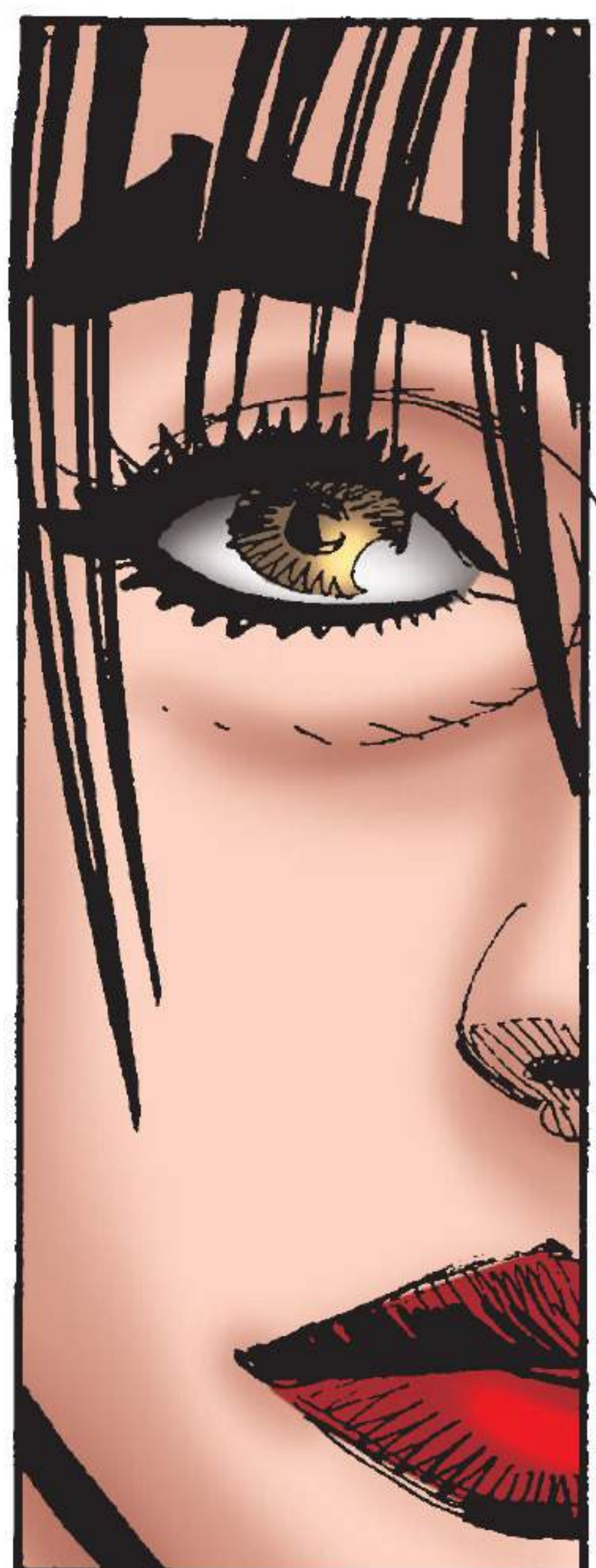
BEN.

I WANT TO
BELIEVE YOU
SO MUCH IT
HURTS!

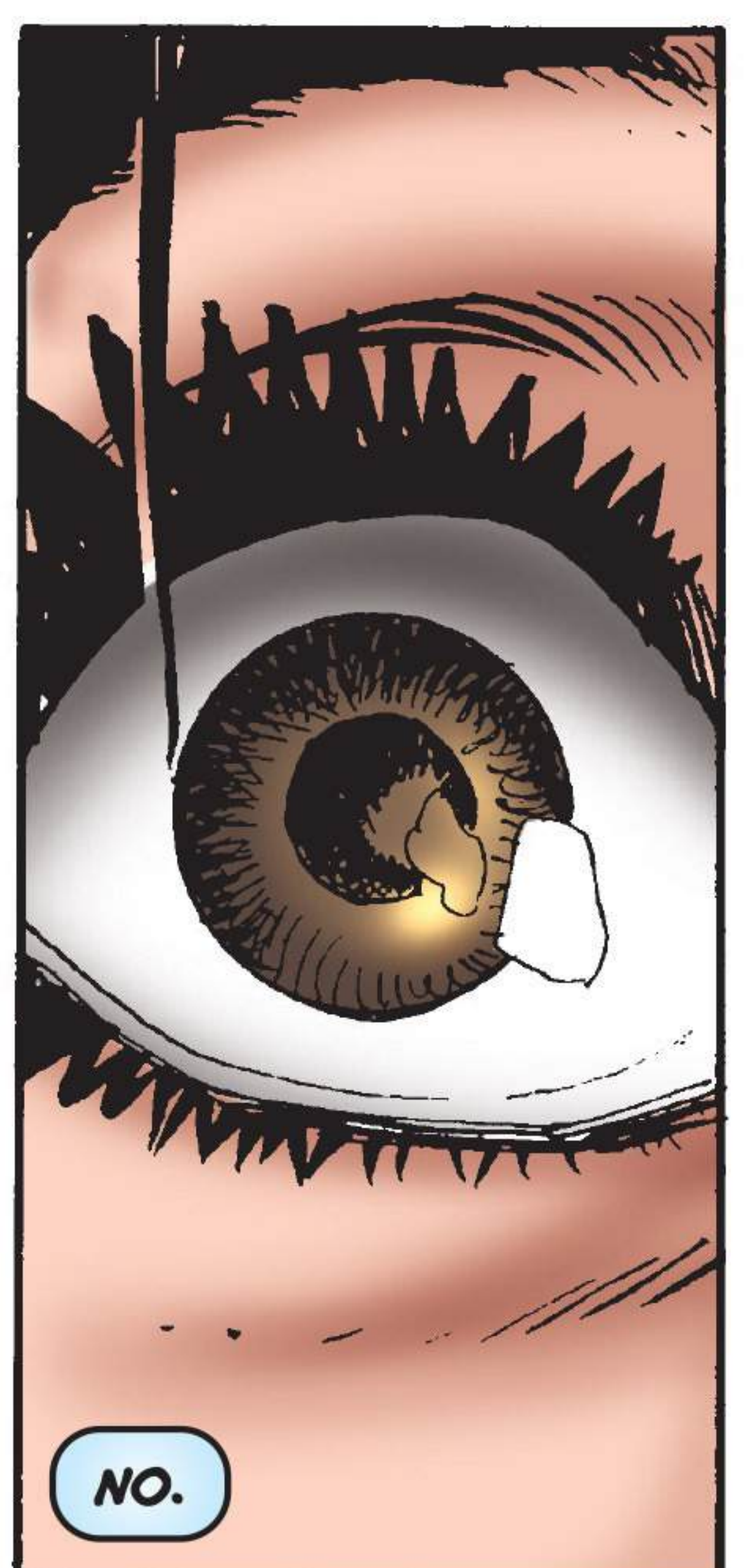


YOU WERE ALWAYS
SO KIND TO ME.
SO LOYAL AND...

...AND...



NO.



NO.



IT'S HIM!

THEM!

BEN AND THAT RICH HUSSY WHO GETS ANY MAN SHE WANTS!

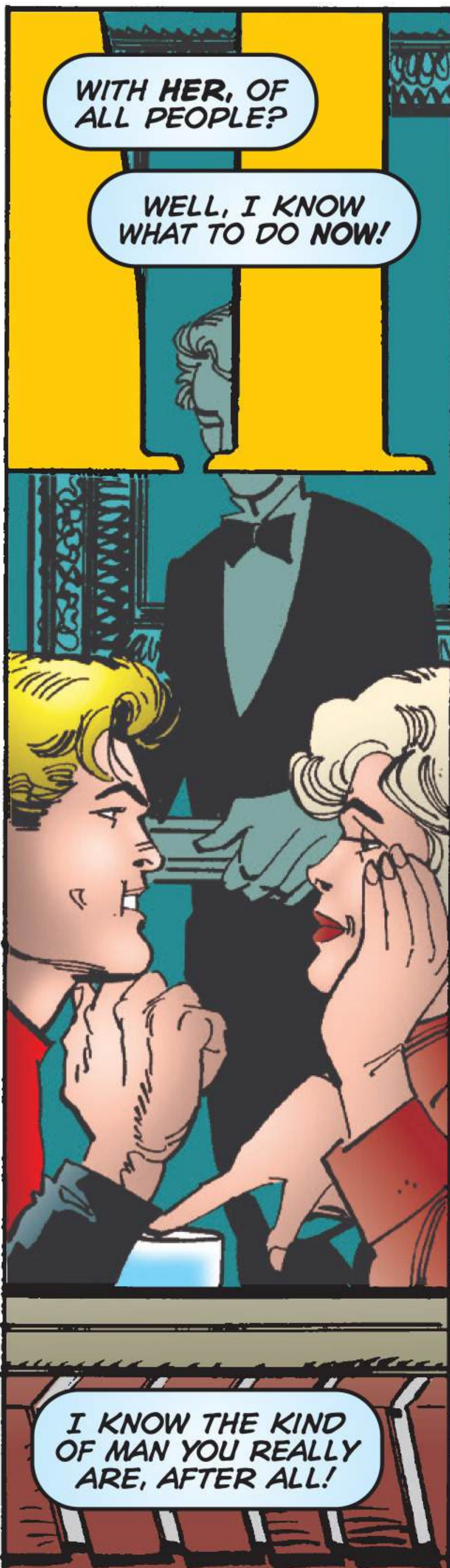
YOU... YOU --



-- SWINE!

WHEN I TOLD DESIREE I WAS OUT OF THE RUNNING FOR YOUR AFFECTIONS, I NEVER BELIEVED YOU'D ACTUALLY GO AFTER HER.

HOW COULD YOU?



WITH HER, OF ALL PEOPLE?

WELL, I KNOW WHAT TO DO NOW!

I KNOW THE KIND OF MAN YOU REALLY ARE, AFTER ALL!



HERO?

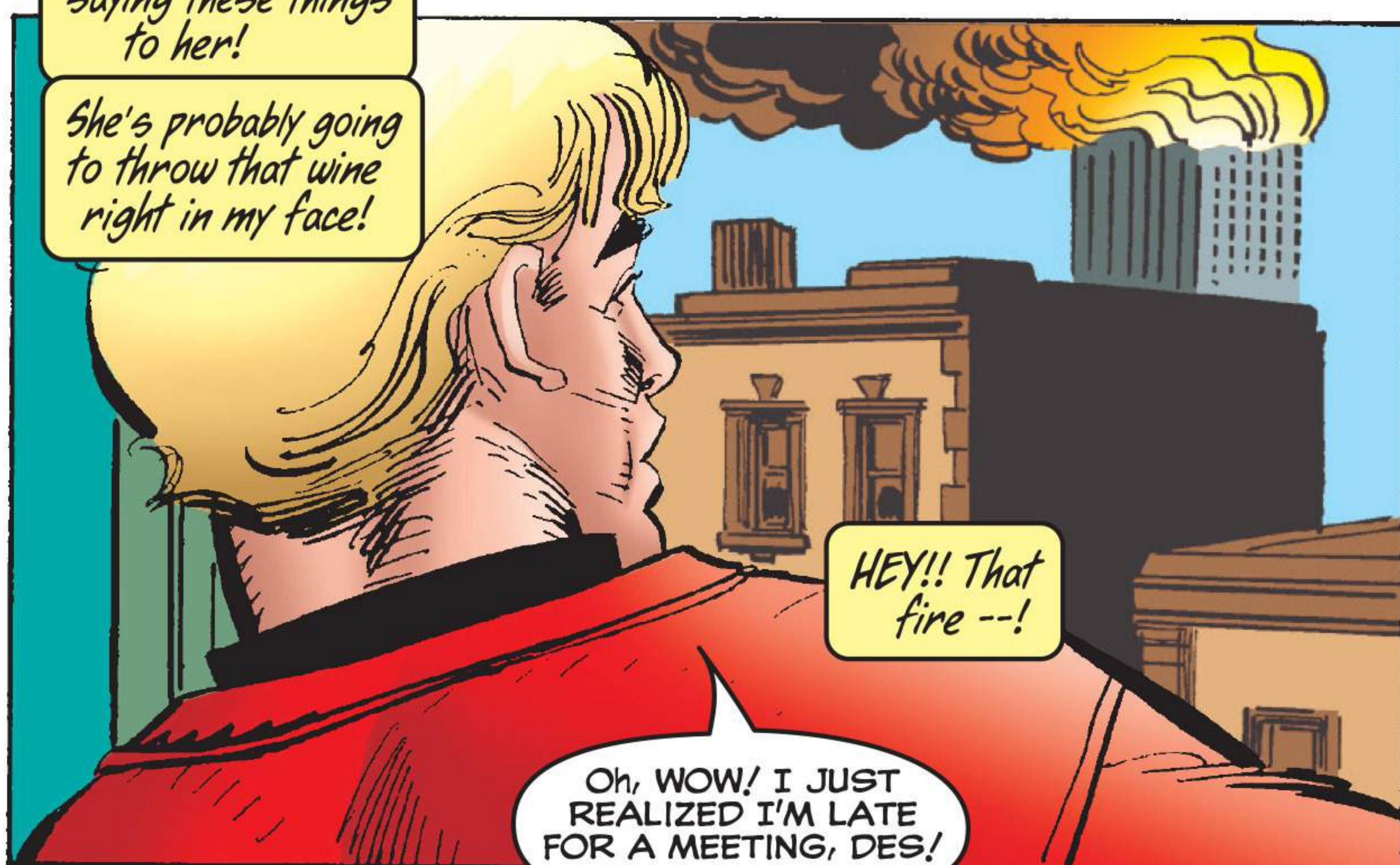
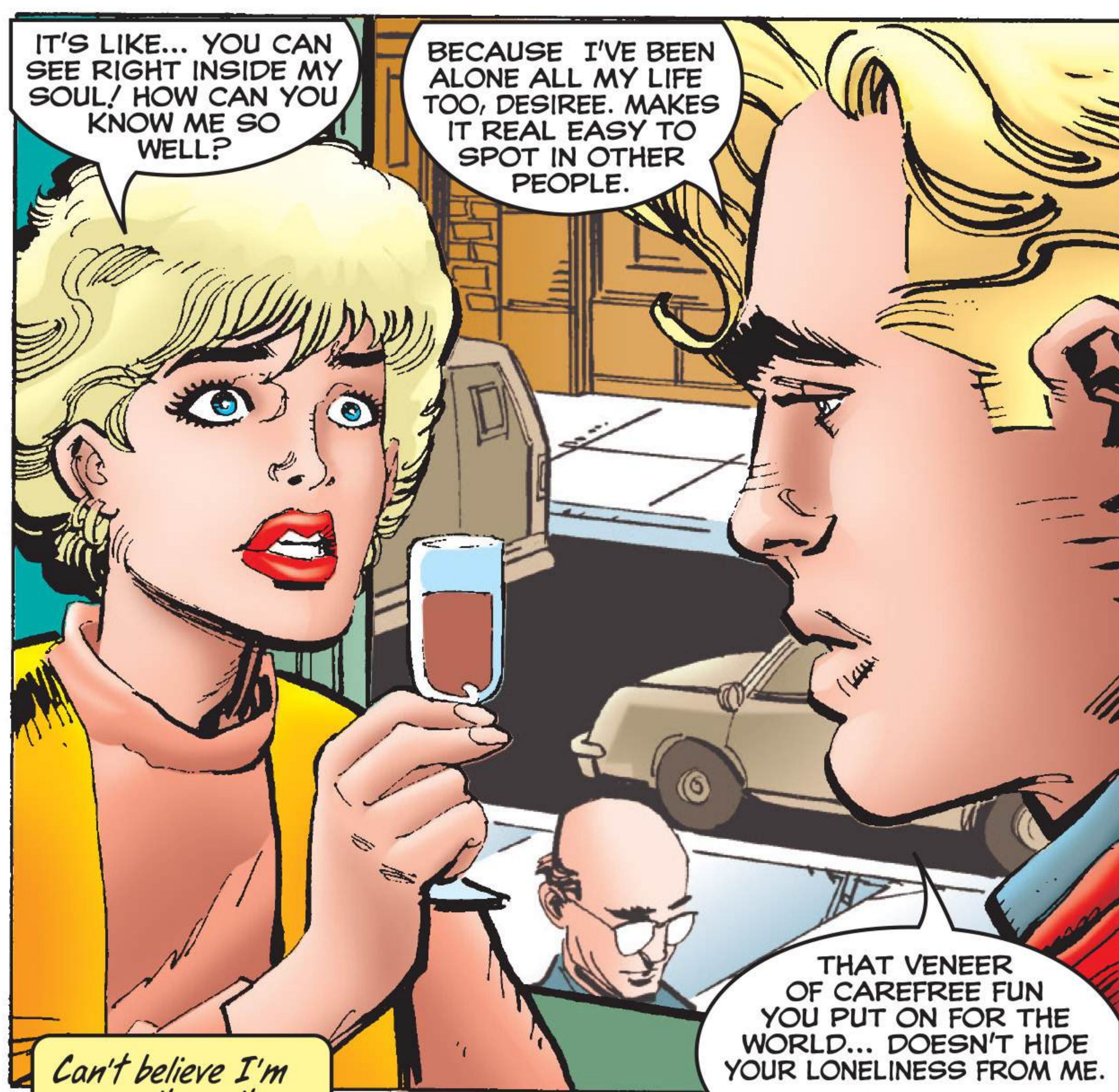
PIG IS MORE LIKE IT!



YOU'RE DONE FOR, Mr. BEN SPIDER-MAN REILLY!

FINISHED!

JONAH JAM
THE DAILY
NEW YORK





THWIPP

THAT
SOUND --!

SPIDER-MAN!!

Hated ducking
out on Desiree
like that, but that
fire is definitely
out of control!

As high
up in the
building
as it is --

-- people might be
in real trouble!

THE
FIRE?

WHAT ARE
YOU UP TO
NOW, BEN?



WHOA! That blaze is so intense I can feel the heat down here!

Too bad I forgot my marshmallows and a stick!



YOU GUYS LOOK LIKE YOU COULD USE A HAND!

ONLY IF YOU CAN GET UP TO THE 73RD FLOOR, WALL-CRAWLER!

NO WAY OUR LADDERS OR HOSES CAN REACH THAT HIGH!



TO MAKE MATTERS WORSE, THE BUILDING'S SPRINKLER SYSTEM IS OUT AND THERE ARE PEOPLE **STRANDED** UP THERE!

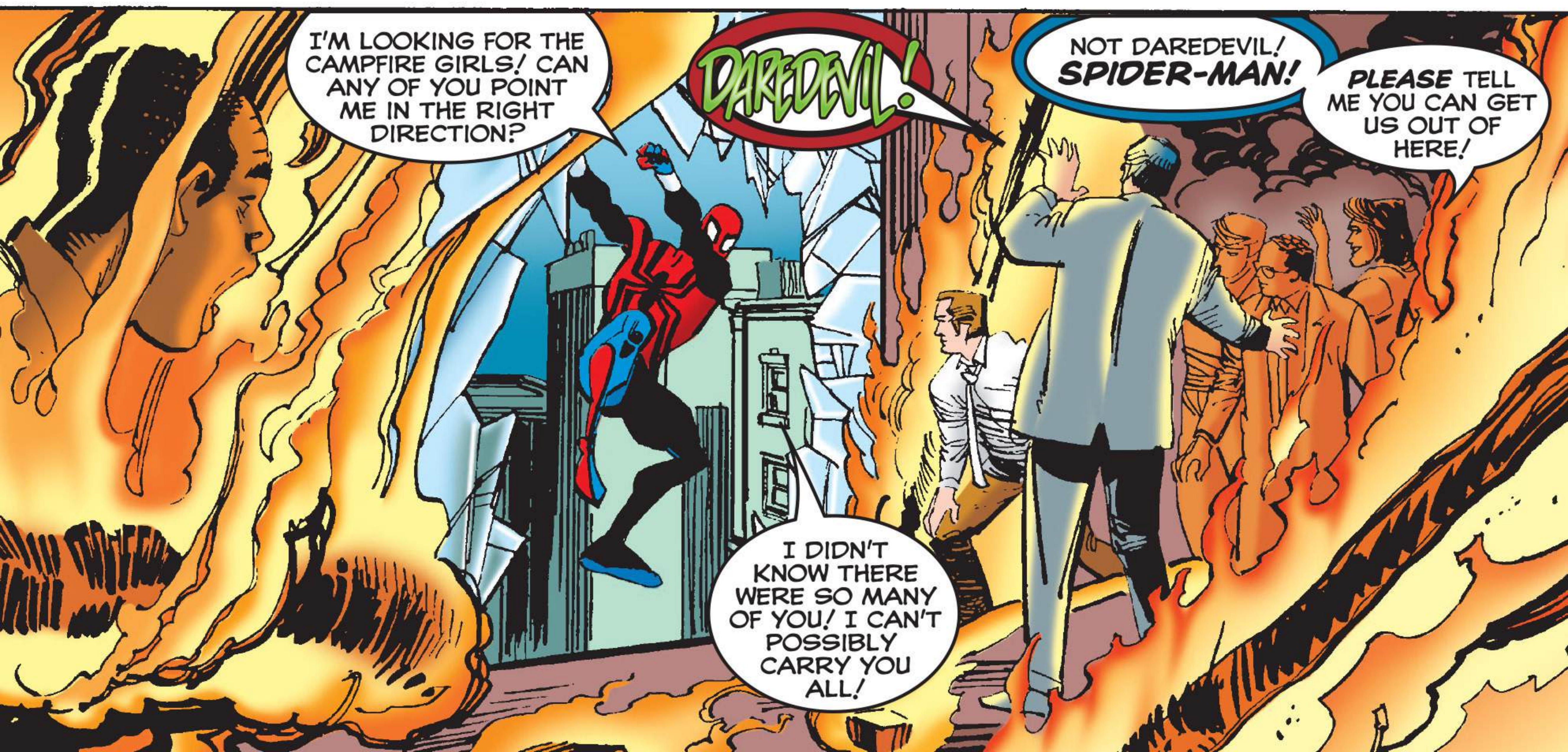
WHERE? DO YOU KNOW THEIR LOCATION?



THEY'RE ALL GATHERED IN A RESTAURANT ON THE TOP FLOOR!

I'M ON MY WAY!

CAREFUL OF THE SMOKE! TAKE IN TOO MUCH OF IT AND IT'LL KILL YOU!



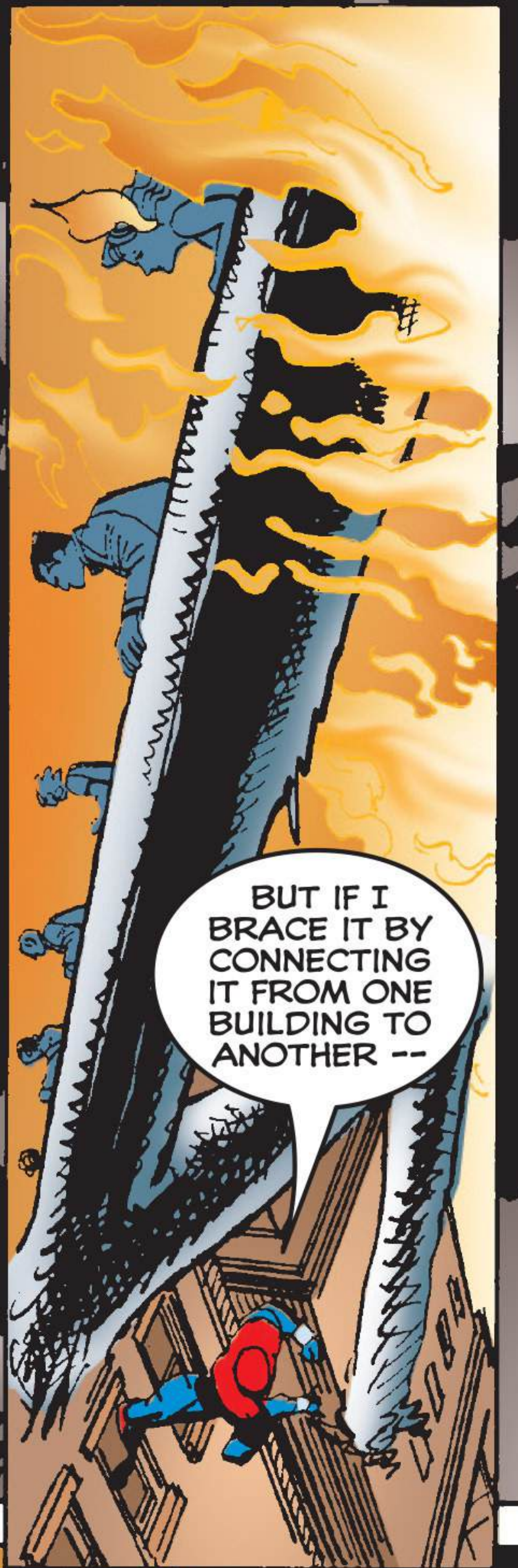




GOTTA PRAY FOR TWO THINGS!

ONE -- THAT I HAVE ENOUGH WEBBING TO GET IT ALL THE WAY TO STREET LEVEL!

AND TWO -- THAT IT DOESN'T COLLAPSE!



BUT IF I BRACE IT BY CONNECTING IT FROM ONE BUILDING TO ANOTHER --



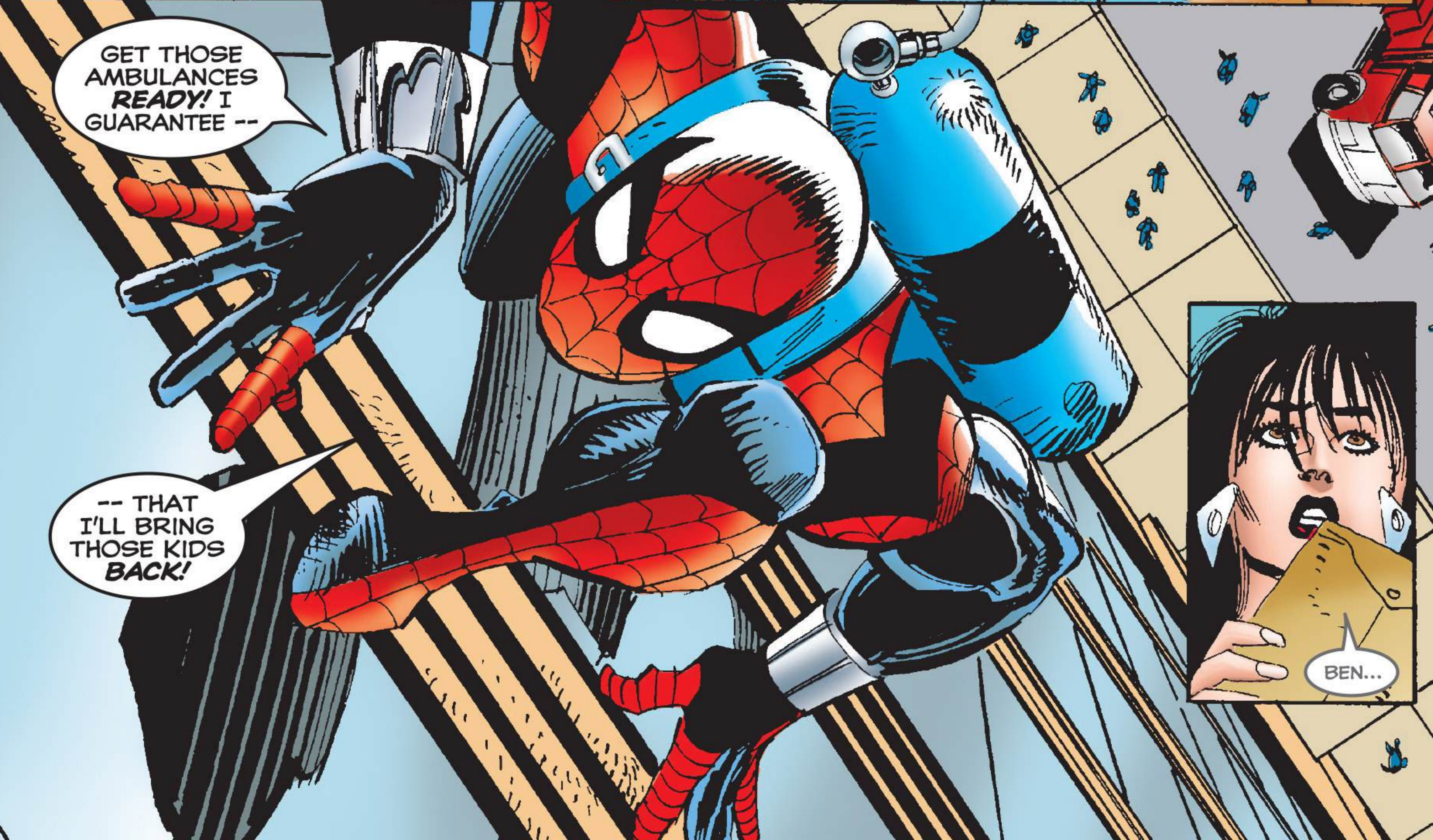
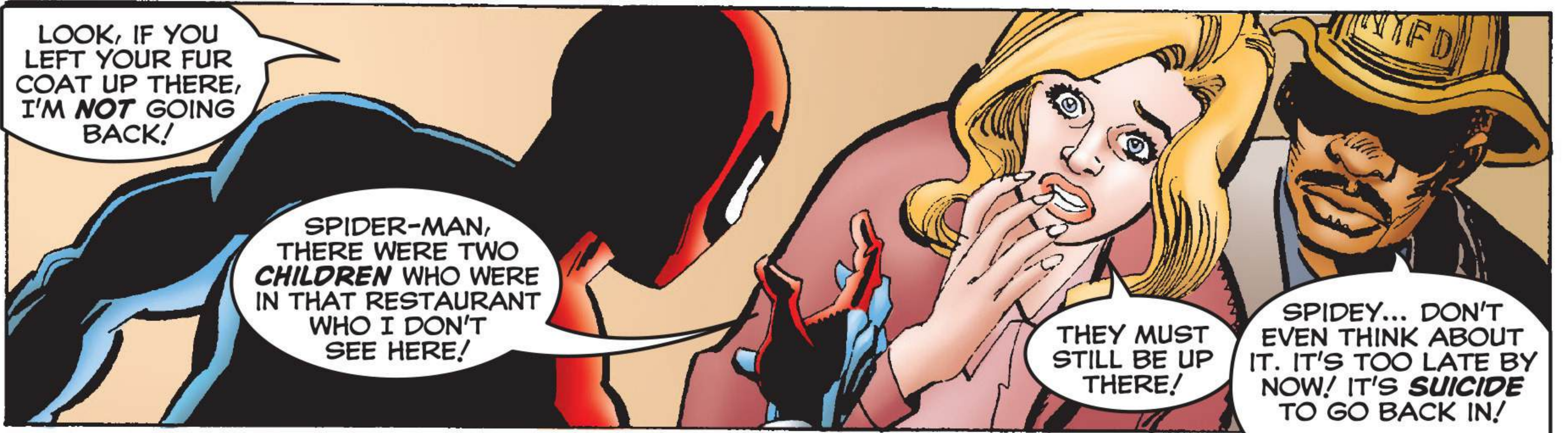
-- THIS STORY WILL HAVE A HAPPY ENDING YET !

ALLLLL --

-- RRRRIGHT! USED EVERY LAST DROP OF WEB FLUID I HAD --

-- BUT IT WORKED!

OVER HERE! THESE PEOPLE NEED HELP!



A vertical comic panel showing Spider-Man in his red and blue suit, crouching in a room filled with thick, dark smoke. He is looking down, and his hands are near his face. The background shows a cityscape through the smoke.

Good thing I have lenses in my mask or I wouldn't even be able to open my eyes!

This smoke and heat -- it's a real killer!

Exhausted... can't hear or see a thing!

That fireman might be right! Those kids...

-- those poor, poor kids.

It's hopeless! I'll never find --

HELP!
HELP
US!

They're ALIVE!

HELP!

Almost impossible to get to them, though! If I had my webbing, I could shoot a line over --

-- and pull them here!





Oh, MAN. THAT'S IT. NOBODY COULD SURVIVE THAT!



THOSE CHILDREN --



WHOA. SPIDEY'S A GONER!



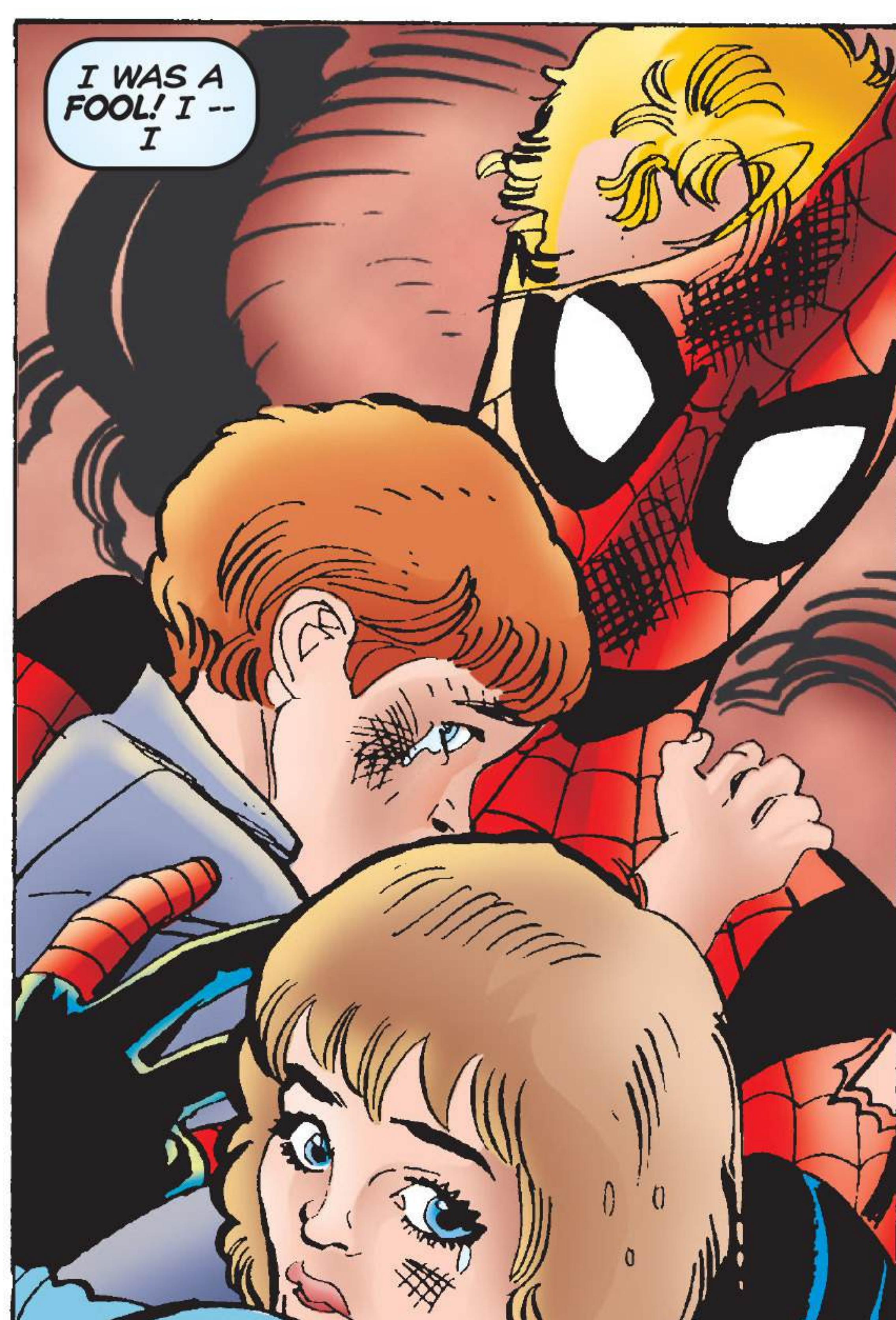
ALL THESE YEARS I'VE CONDEMNED SPIDER-MAN, BUT I WAS WRONG!



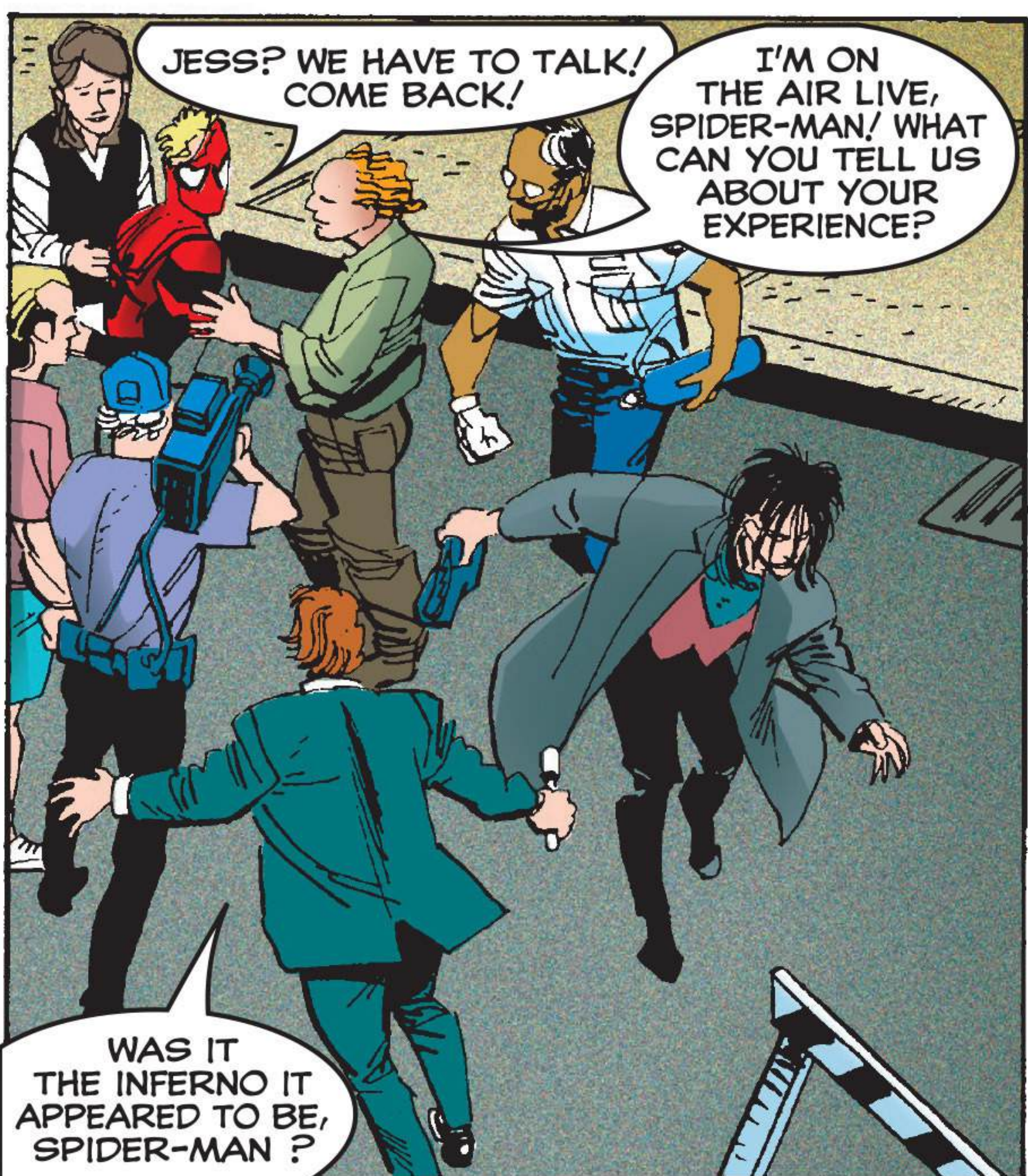
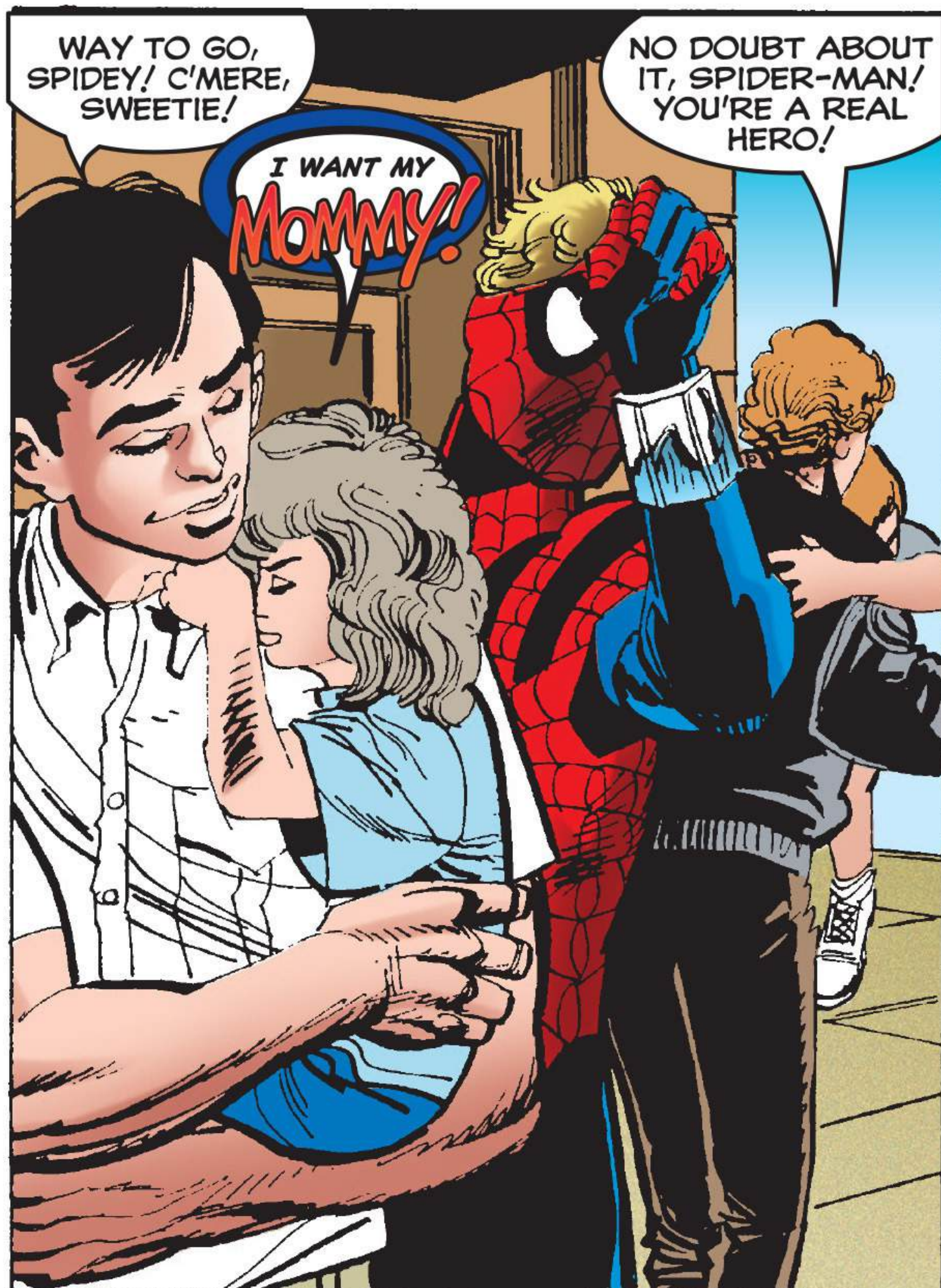
BEN TRIED TO TELL ME THAT SPIDER-MAN WAS REALLY A DECENT MAN --



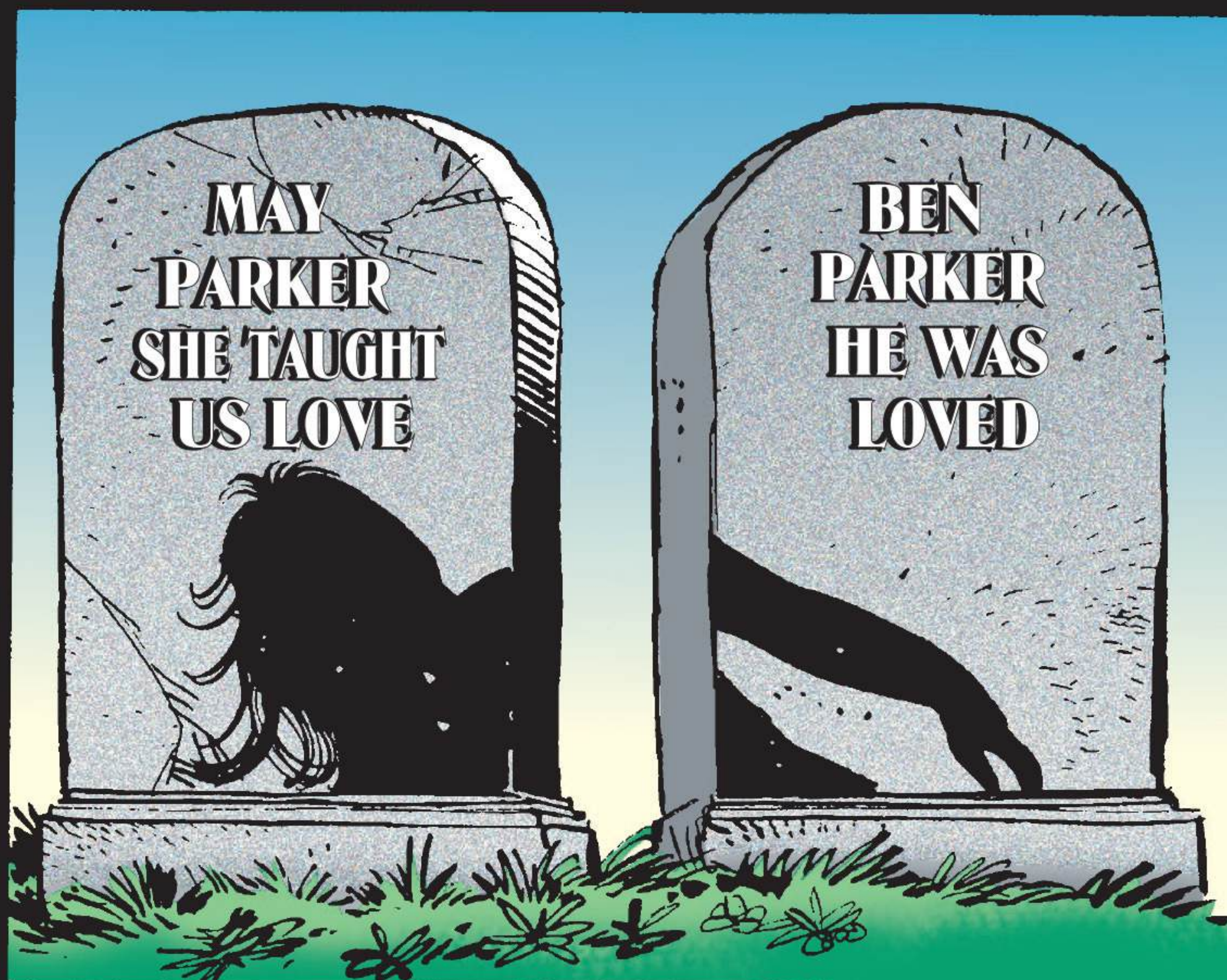
-- WHO ALWAYS TRIED TO DO THE RIGHT THING! BUT I WOULDN'T LISTEN!



I WAS A FOOL! I -- I



I GUESS I SHOULD HAVE COME HERE YEARS AGO, Mr. PARKER.



FOR YEARS I BELIEVED YOU PULLED A GUN ON MY FATHER... THAT EVEN THOUGH YOU DIED YOU RUINED HIS LIFE.

I KNOW THE TRUTH NOW... AND I'M HERE TO SAY --

-- I'M SORRY.

I HAVE TO PUT MY PAST BEHIND ME AND START LIFE OVER. FORGET ABOUT GUNS AND SPIDER-MAN AND PRISONS... THE WHOLE BUSINESS.

I WAS SO DESPERATE TO BELIEVE MY FATHER WAS A GOOD MAN... THAT HE COULDN'T BE A CRUEL, COLD-BLOODED MURDERER --

-- THAT I BELIEVED WHATEVER HE TOLD ME.

SORRY MY FATHER SHOT YOU... SORRY FOR THE TRAUMA IT CAUSED YOUR FAMILY...

SORRY FOR EVERYTHING.



AT LEAST I TURNED A CORNER
AND LEARNED SOMETHING!

MY NEED FOR REVENGE AND A KEY
PHOTO GAVE ME THE POWER TO
DESTROY A MAN... A HERO.

BUT I LEARNED THAT WHEN YOU GET
POWER, THE RESPONSIBILITY TO USE
IT WISELY IS PART OF THE PACKAGE.

MAY
PARKER
SHE TAUGHT
US LOVE

BEN
PARKER
HE WAS
LOVED

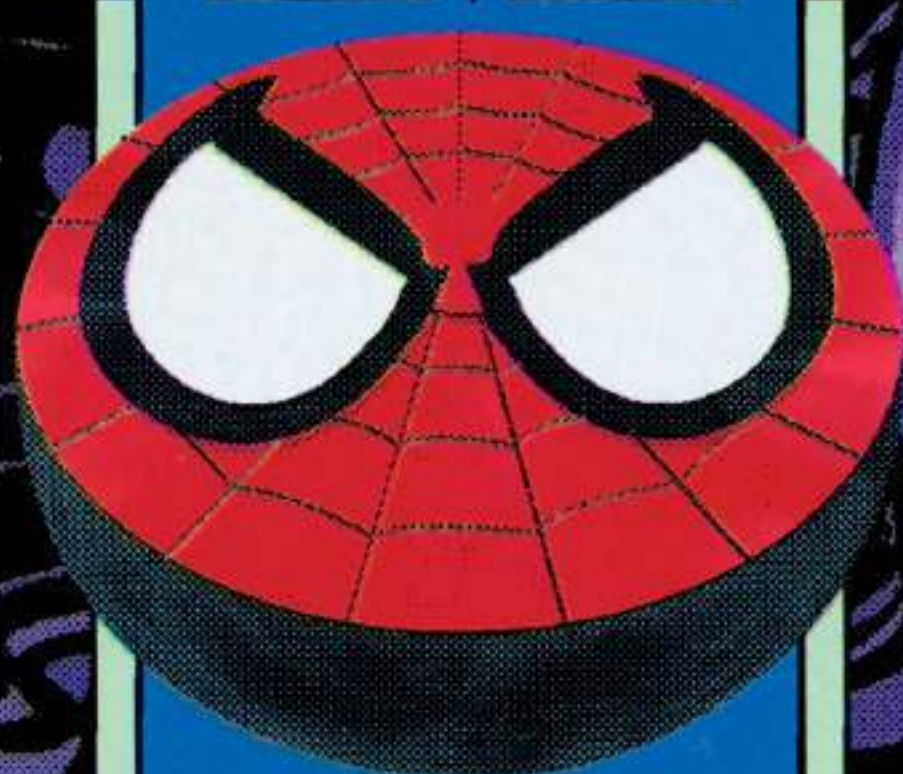
EVIL AS MY FATHER'S ACTIONS
WERE... MAYBE SOMETHING GOOD
ACTUALLY CAME FROM IT.

THANKS TO
THAT LESSON --

-- SPIDER-MAN
LIVES ON!

THE END

MARVEL[®]
COMICS



SPIDER-MAN[®]

SEP. '96

1

32 PAGES
NO ADS



LOST YEARS FOUND...

SPIDER-MAN: REDEMPTION



SPIDER-MAN

REDEMPTION

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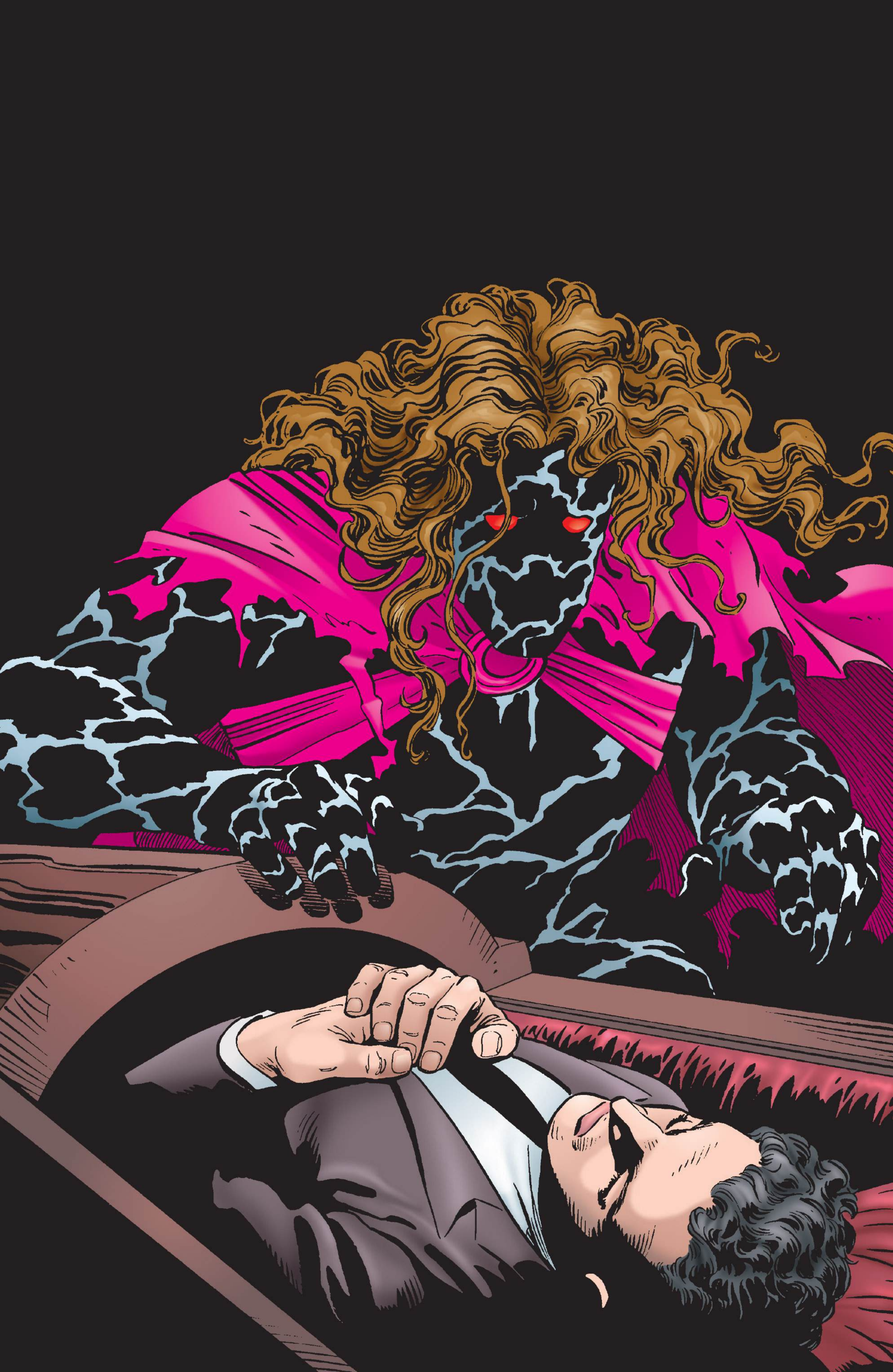
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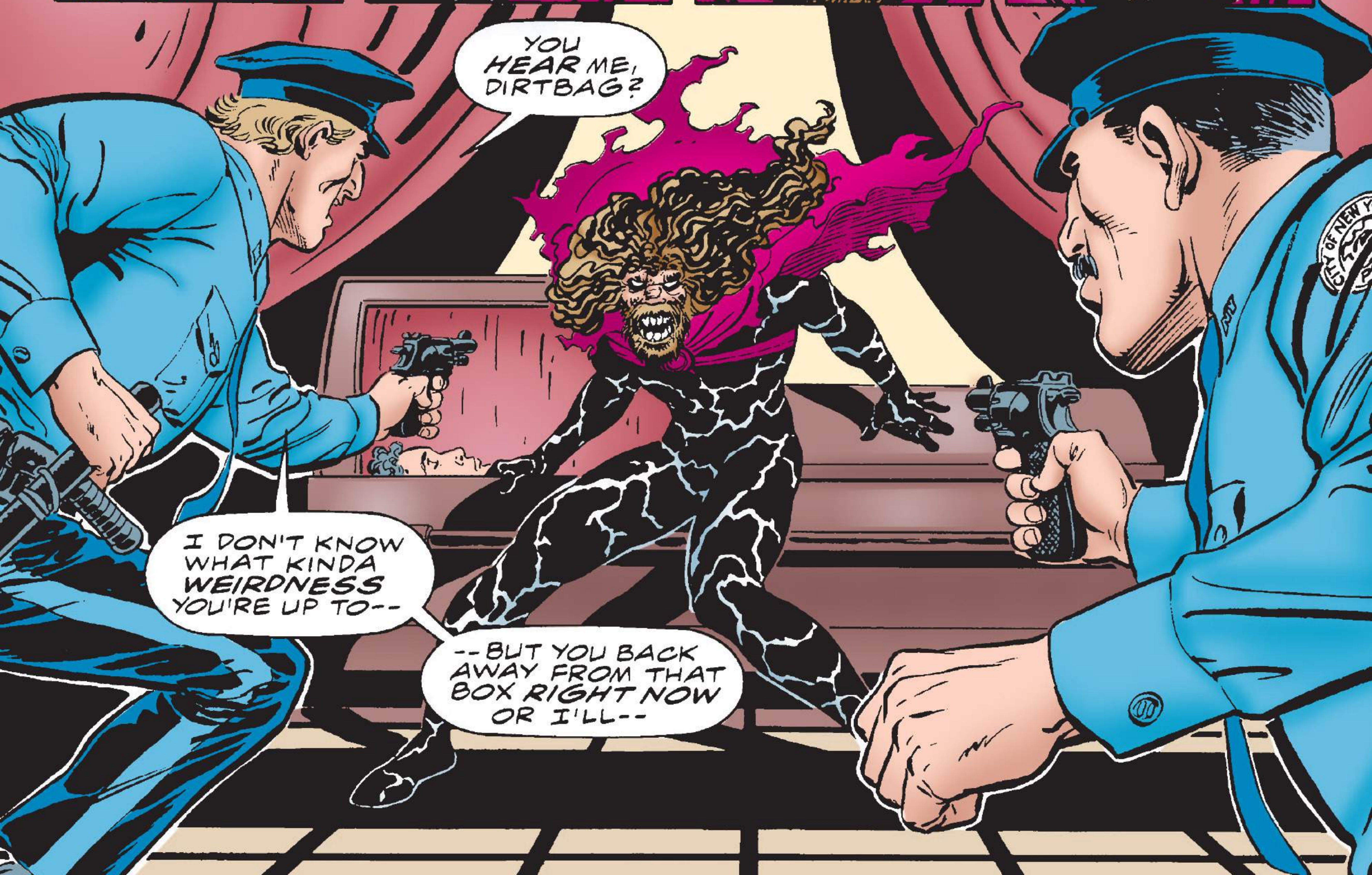
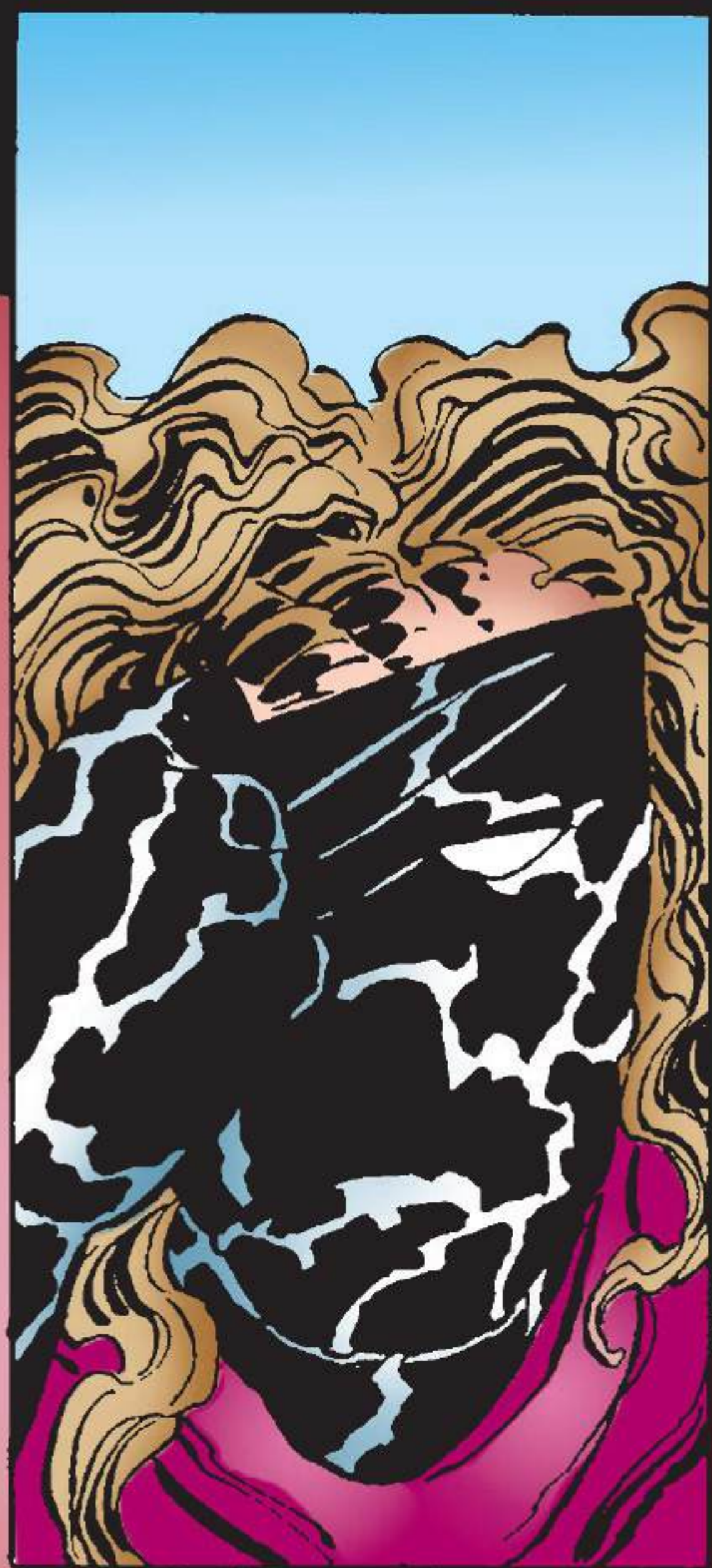
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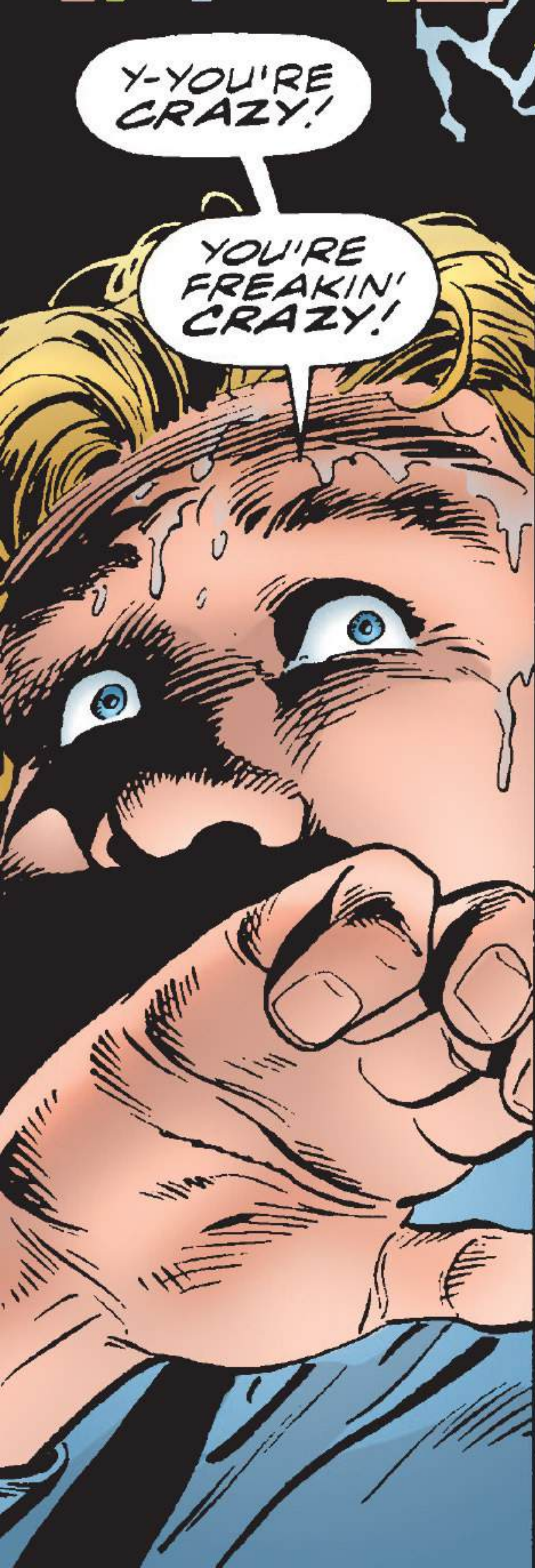
YOU
HEAR ME,
DIRTBAG?

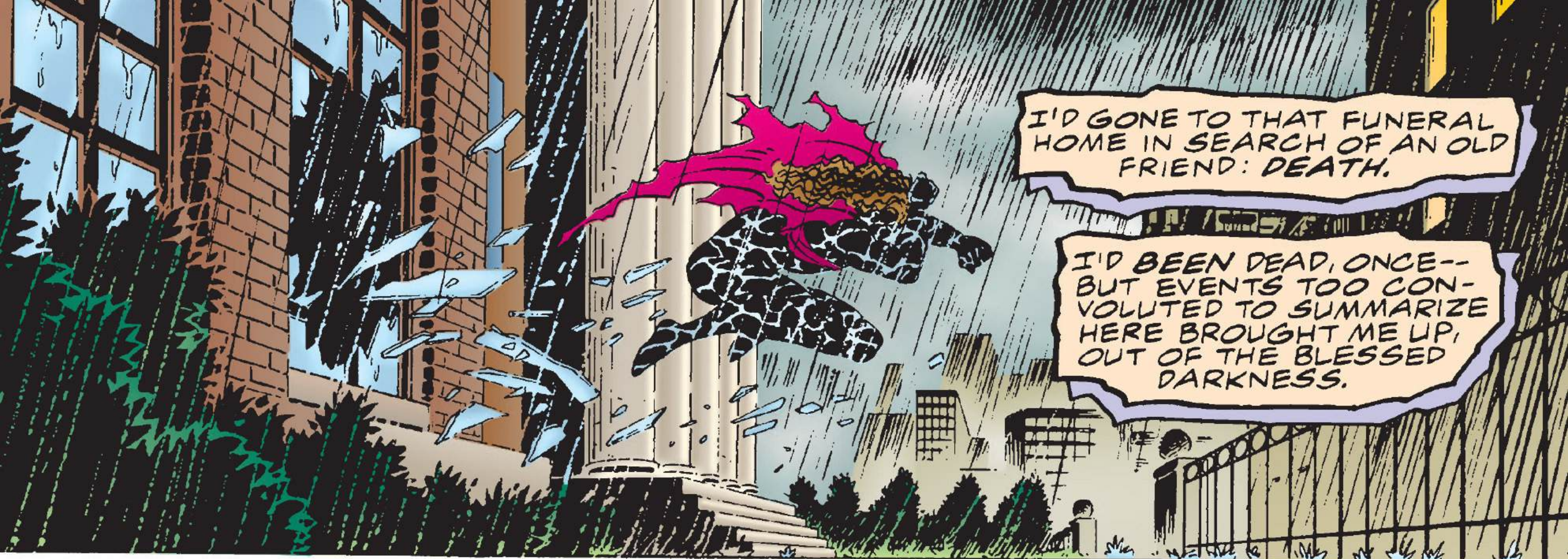
I DON'T KNOW
WHAT KINDA
WEIRDNESS
YOU'RE UP TO--

-- BUT YOU BACK
AWAY FROM THAT
BOX RIGHT NOW
OR I'LL--

BACK
AWAY!

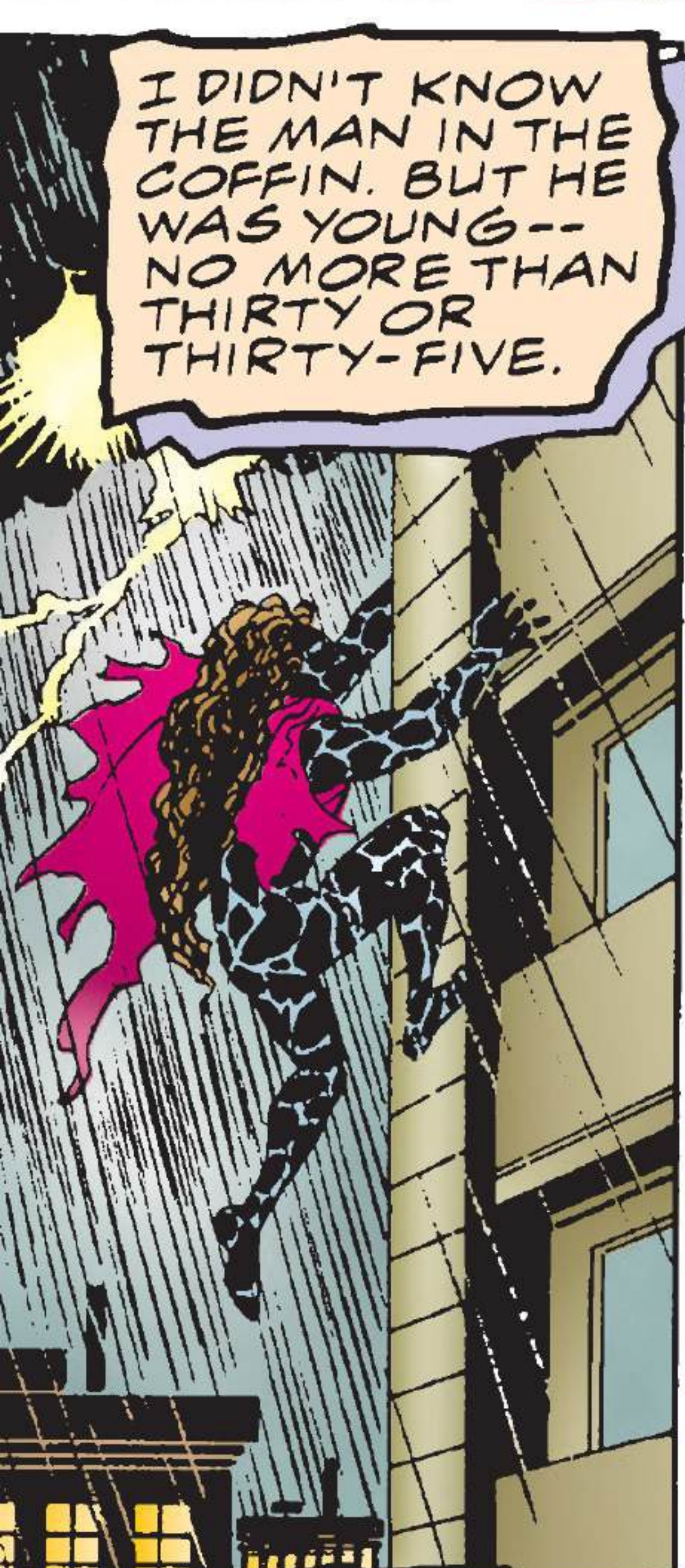




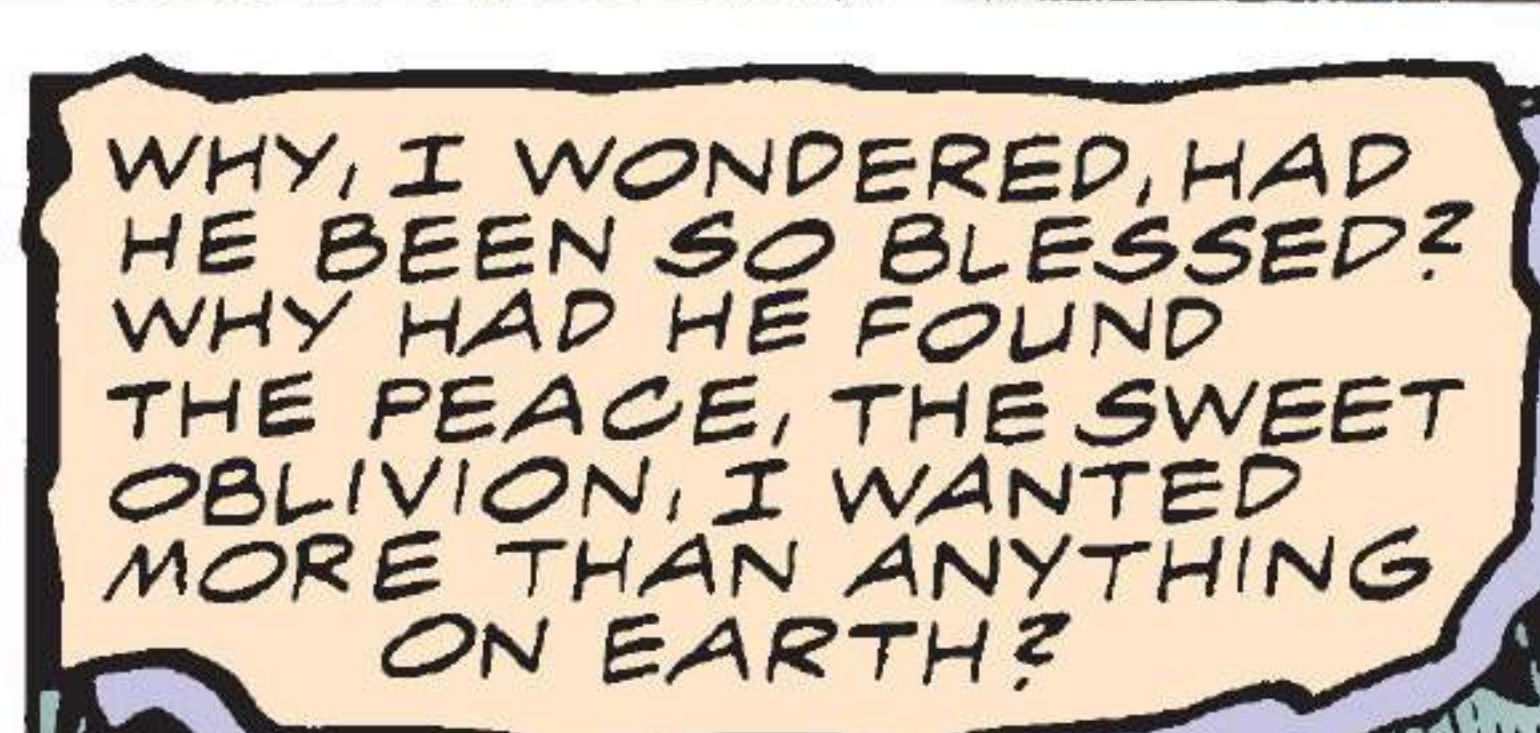


I'D GONE TO THAT FUNERAL HOME IN SEARCH OF AN OLD FRIEND: DEATH.

I'D BEEN DEAD, ONCE-- BUT EVENTS TOO CONVOLUTED TO SUMMARIZE HERE BROUGHT ME UP, OUT OF THE BLESSED DARKNESS.

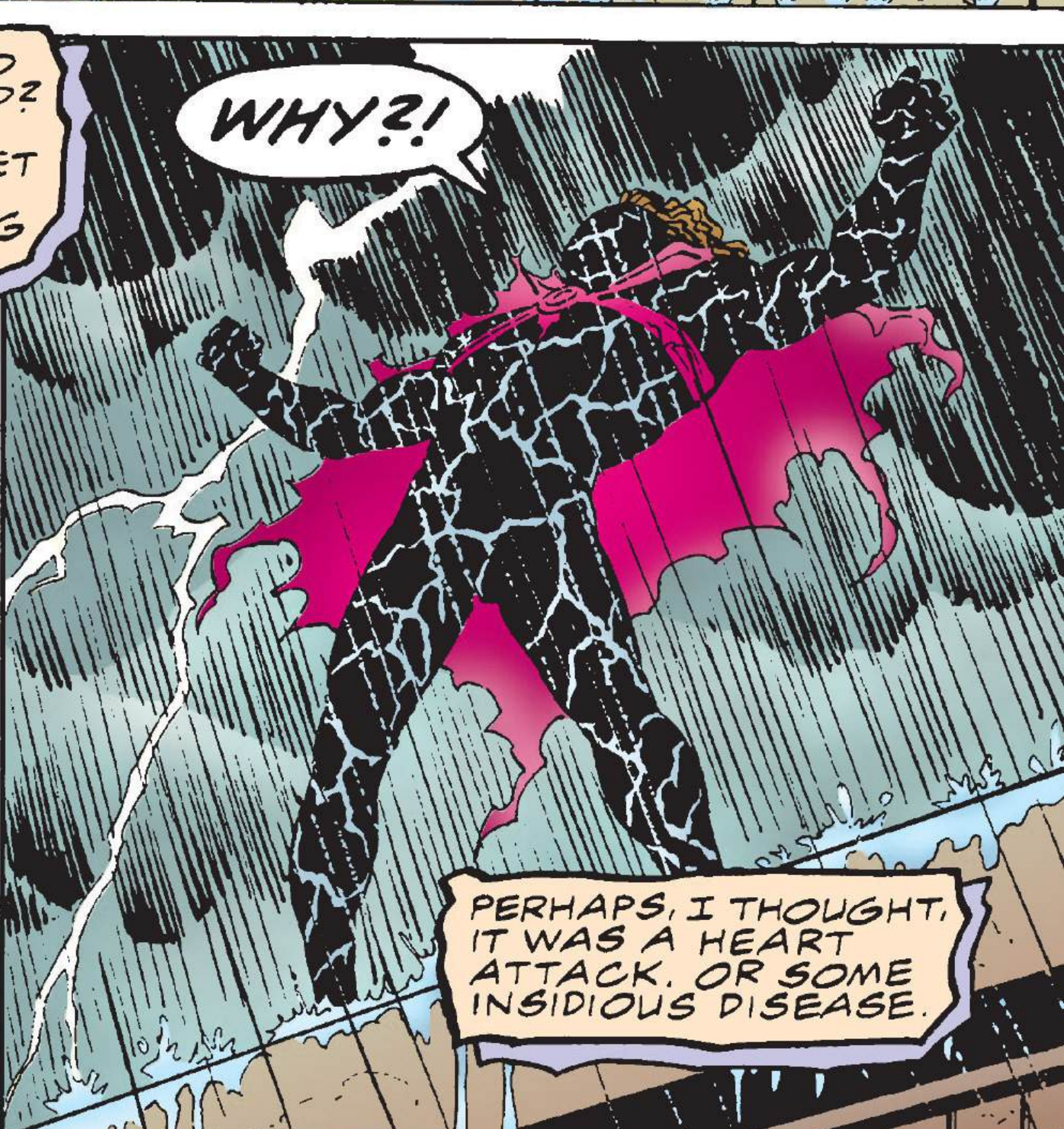


I DIDN'T KNOW THE MAN IN THE COFFIN. BUT HE WAS YOUNG-- NO MORE THAN THIRTY OR THIRTY-FIVE.



WHY, I WONDERED, HAD HE BEEN SO BLESSED? WHY HAD HE FOUND THE PEACE, THE SWEET OBLIVION, I WANTED MORE THAN ANYTHING ON EARTH?

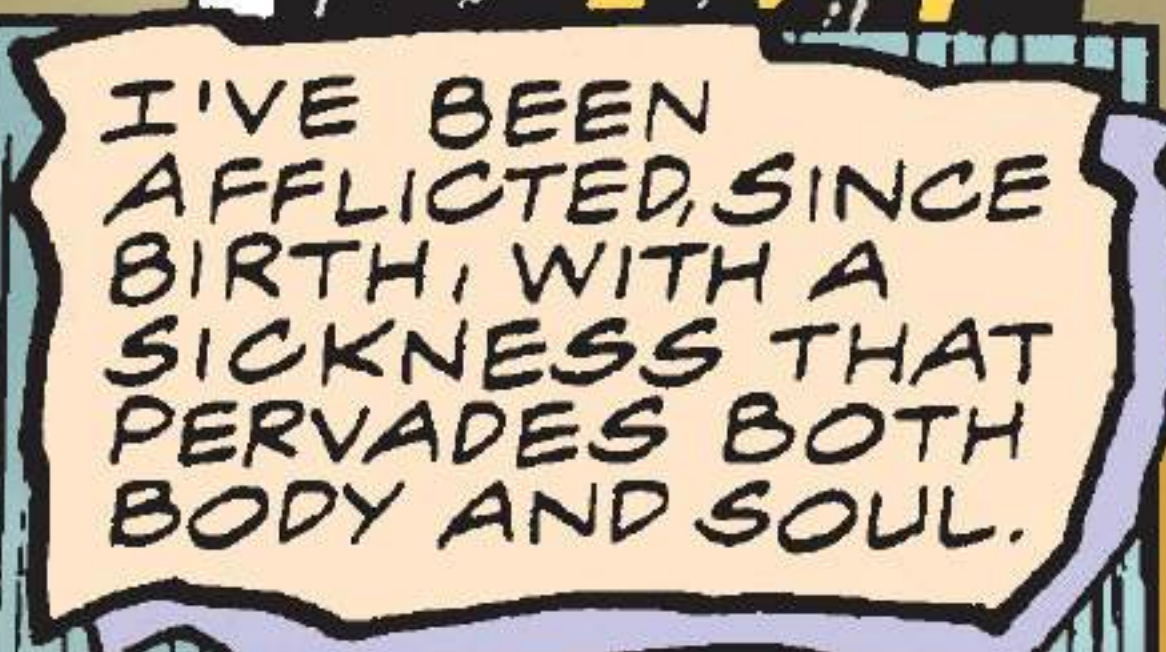
WHY?!



PERHAPS, I THOUGHT, IT WAS A HEART ATTACK. OR SOME INSIDIOUS DISEASE.



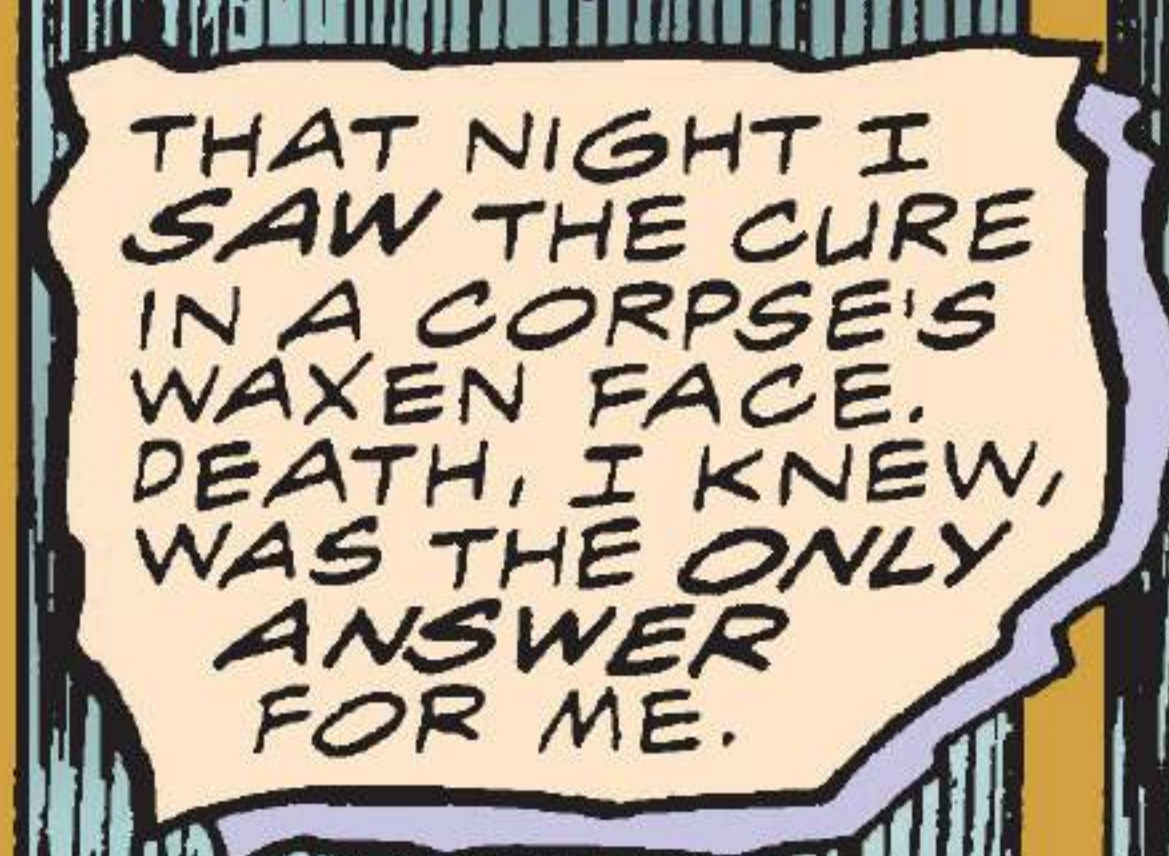
MY NAME IS KAINE --AND I KNOW ALL ABOUT DISEASES.



I'VE BEEN AFFLICTED, SINCE BIRTH, WITH A SICKNESS THAT PERVADES BOTH BODY AND SOUL.



AND, IN MY OWN WAY, I HAVE BEEN FOREVER SEEKING A CURE.



THAT NIGHT I SAW THE CURE IN A CORPSE'S WAXEN FACE. DEATH, I KNEW, WAS THE ONLY ANSWER FOR ME.



BUT I KNEW ONE OTHER THING:

KRAASHHH

I HAD NO INTENTION
OF DYING ALONE.

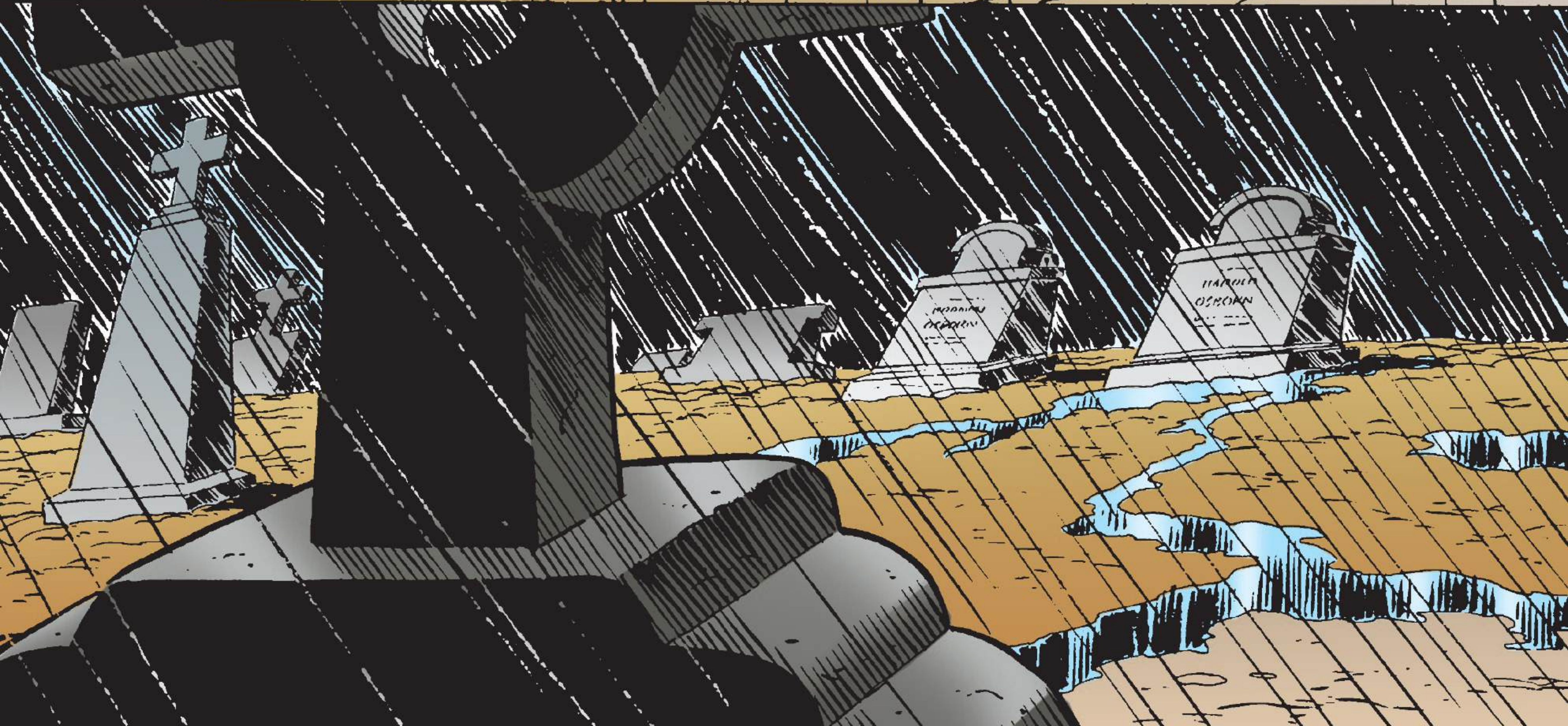
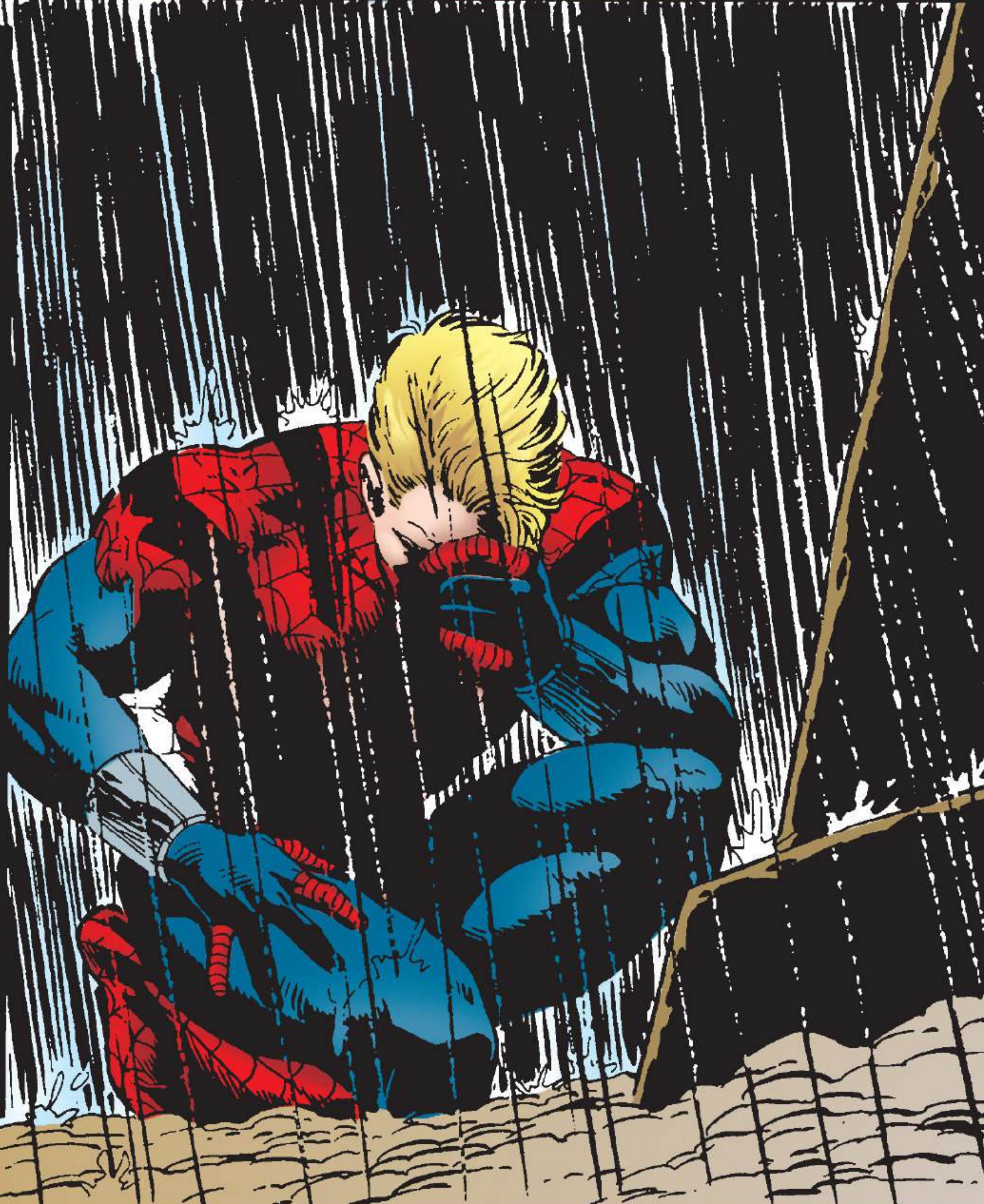
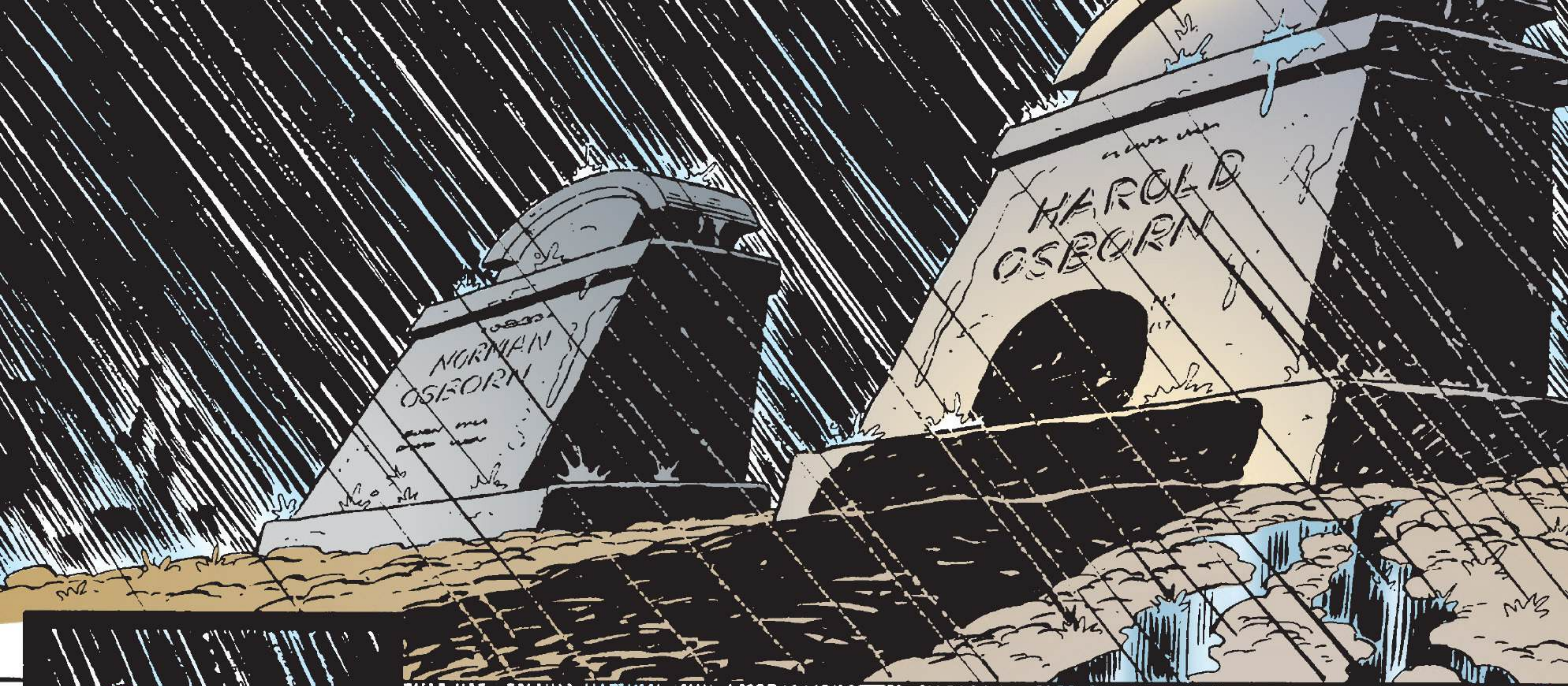
STAN LEE PRESENTS:

SPIDER-MAN: REDEMPTION

by J.M. DEMATTEIS,
MIKE ZECK &
BOB MCLEOD

CHAPTER ONE: Yesterday

JIM NOVAK * CHRISTIE SCHEELE * GLENN GREENBERG * TOM BREVOORT
LETTERER * COLORIST ASSISTANT EDITOR EDITOR
BOB HARRAS, EDITOR IN CHIEF

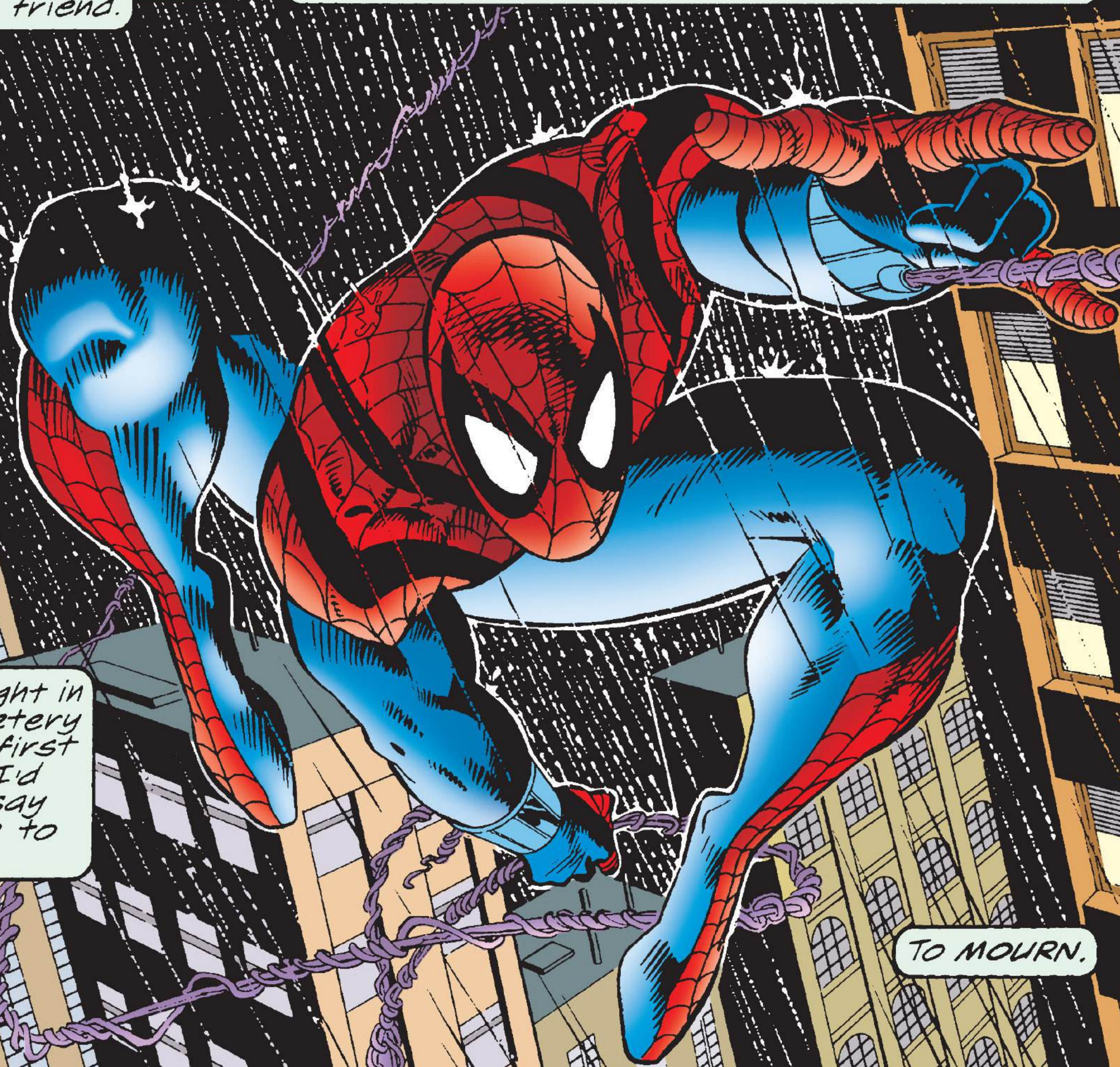


KRA-KOOOOOOOOOMMM



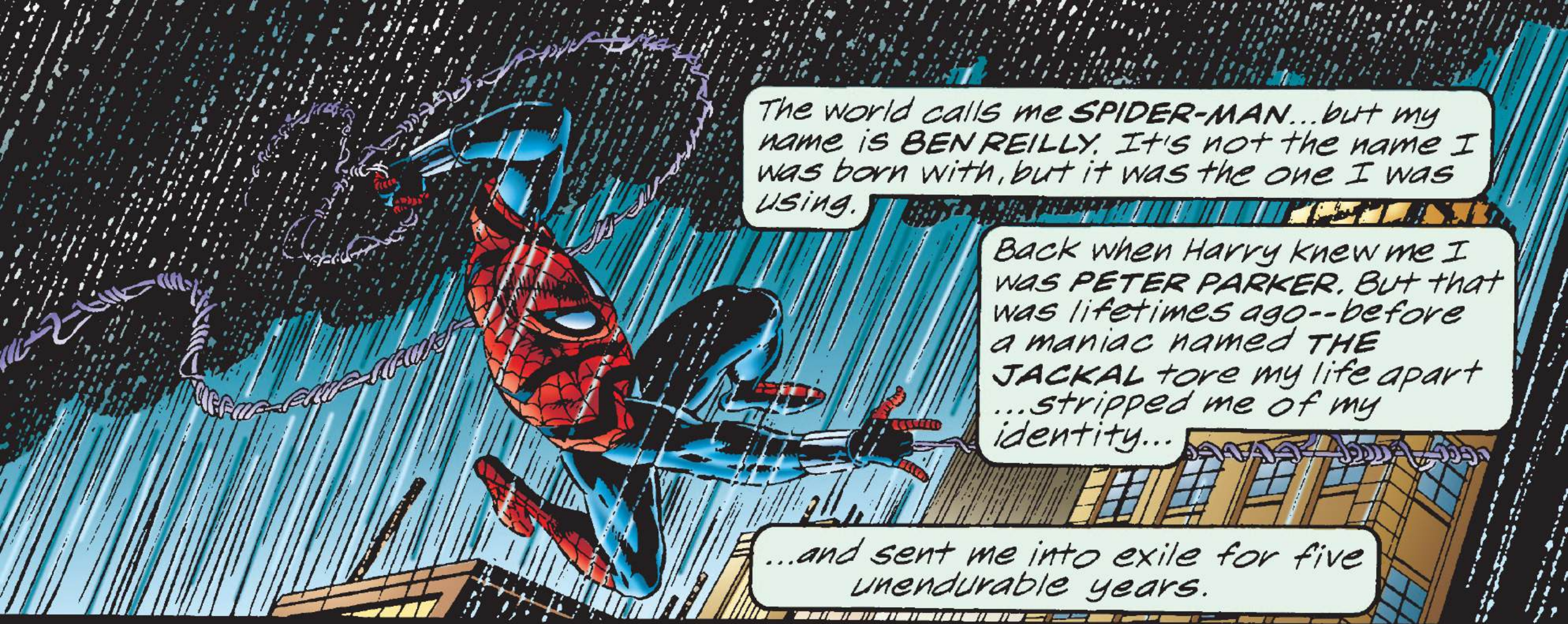
Once, in another life, another time, HARRY OSBORN had been my best friend.

We went to school together, hung out with the same crowd, shared an apartment. But, despite the fact that he'd been dead for months...



...that night in the cemetery was the first chance I'd had to say goodbye to him.

TO MOURN.



The world calls me **SPIDER-MAN**...but my name is **BEN REILLY**. It's not the name I was born with, but it was the one I was using.

Back when Harry knew me I was **PETER PARKER**. But that was lifetimes ago--before a maniac named **THE JACKAL** tore my life apart...stripped me of my identity...

...and sent me into exile for five unendurable years.

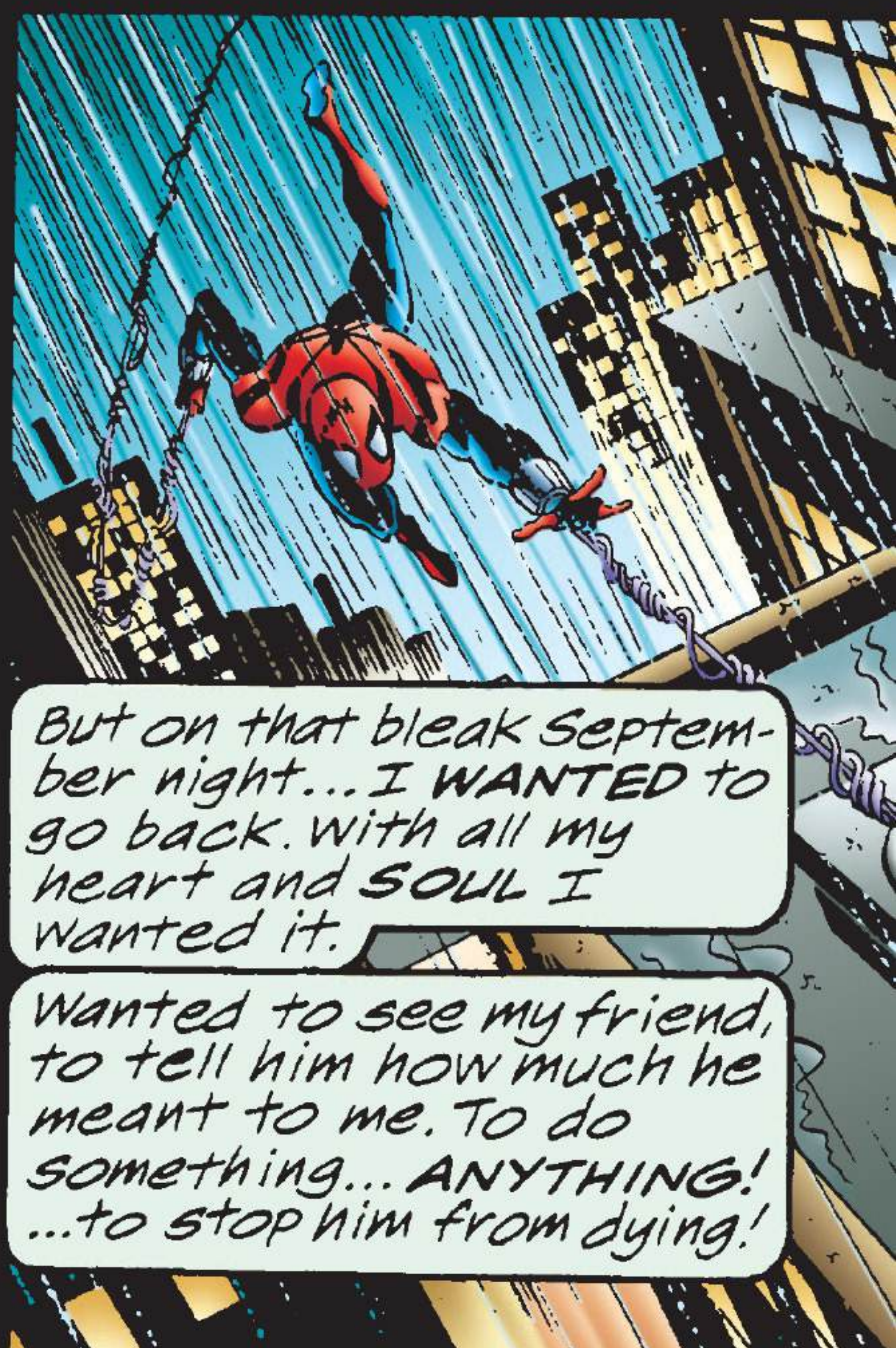


No, that's not true. They weren't all unendurable. There were real moments of grace during those lost years. Moments of love and hope.

Moments of sweet redemption.

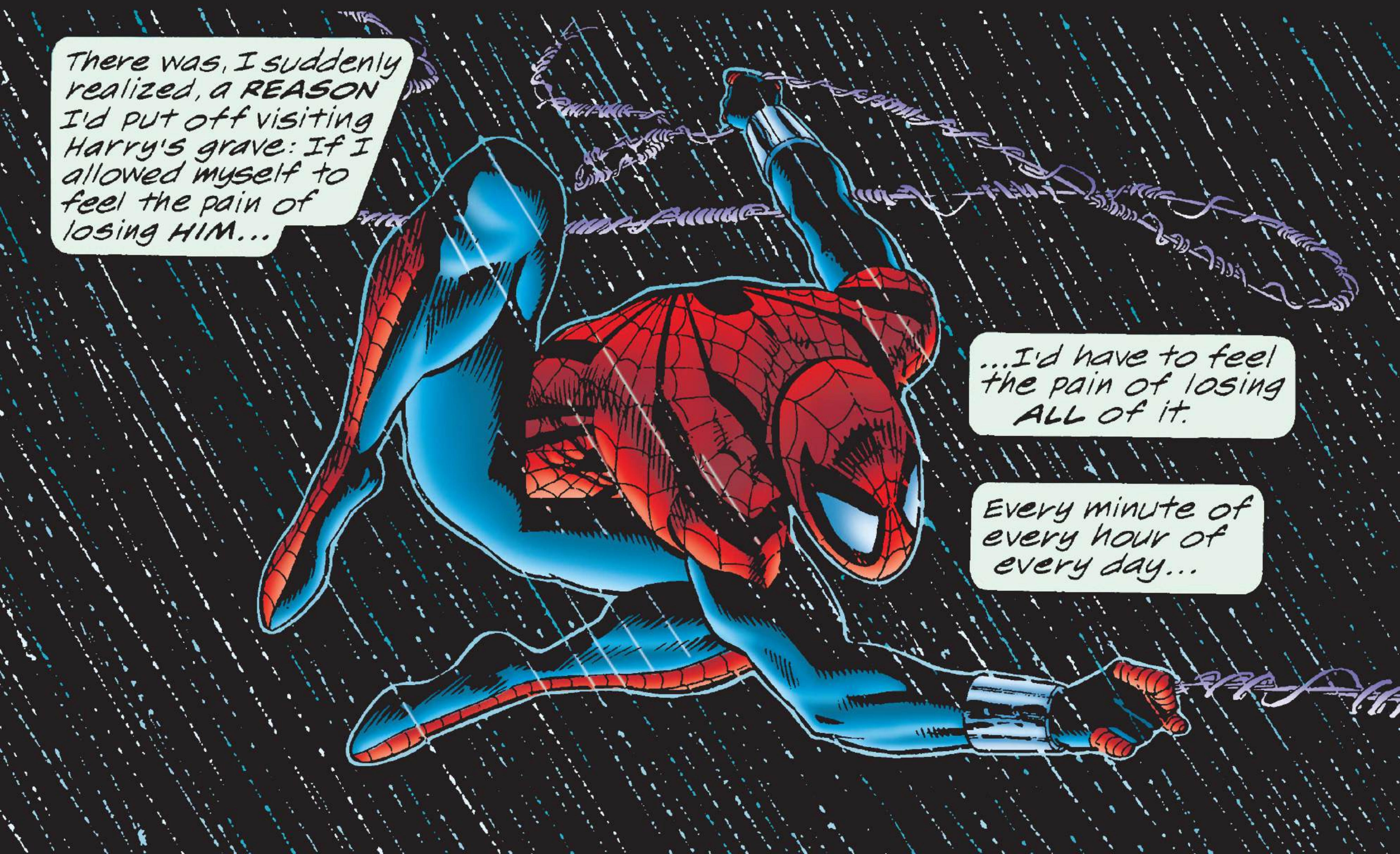


I think I returned to New York a stronger--a **BETTER**--man for my ordeal. Certainly a **DIFFERENT** one. By that time in my life, I was more Ben than Peter--and there was no going back.



But on that bleak September night...I **WANTED** to go back. With all my heart and **SOUL** I wanted it.

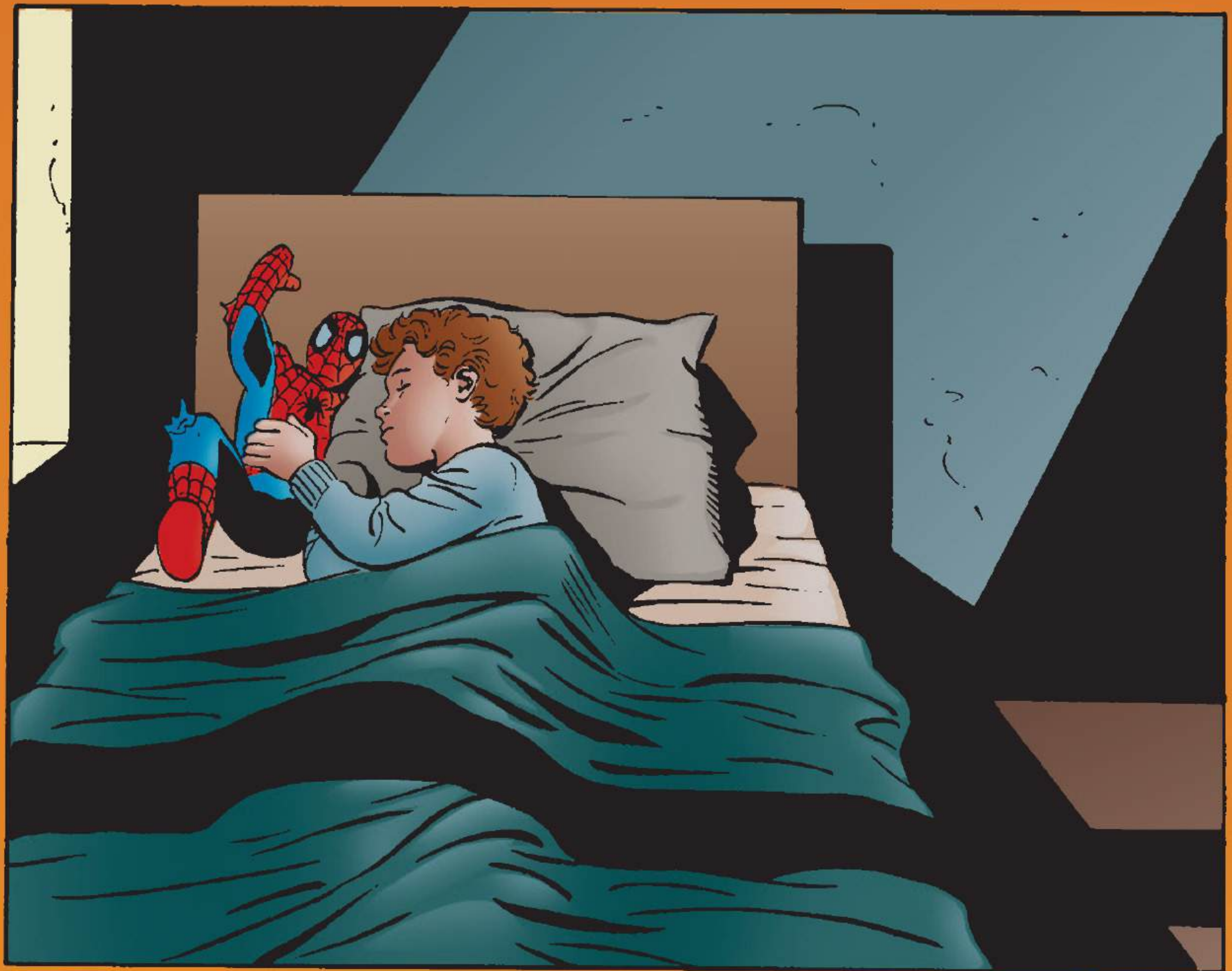
Wanted to see my friend, to tell him how much he meant to me. To do something... **ANYTHING!**...to stop him from dying!



There was, I suddenly realized, a **REASON** I'd put off visiting Harry's grave: If I allowed myself to feel the pain of losing **HIM**...

...I'd have to feel the pain of losing **ALL** of it.

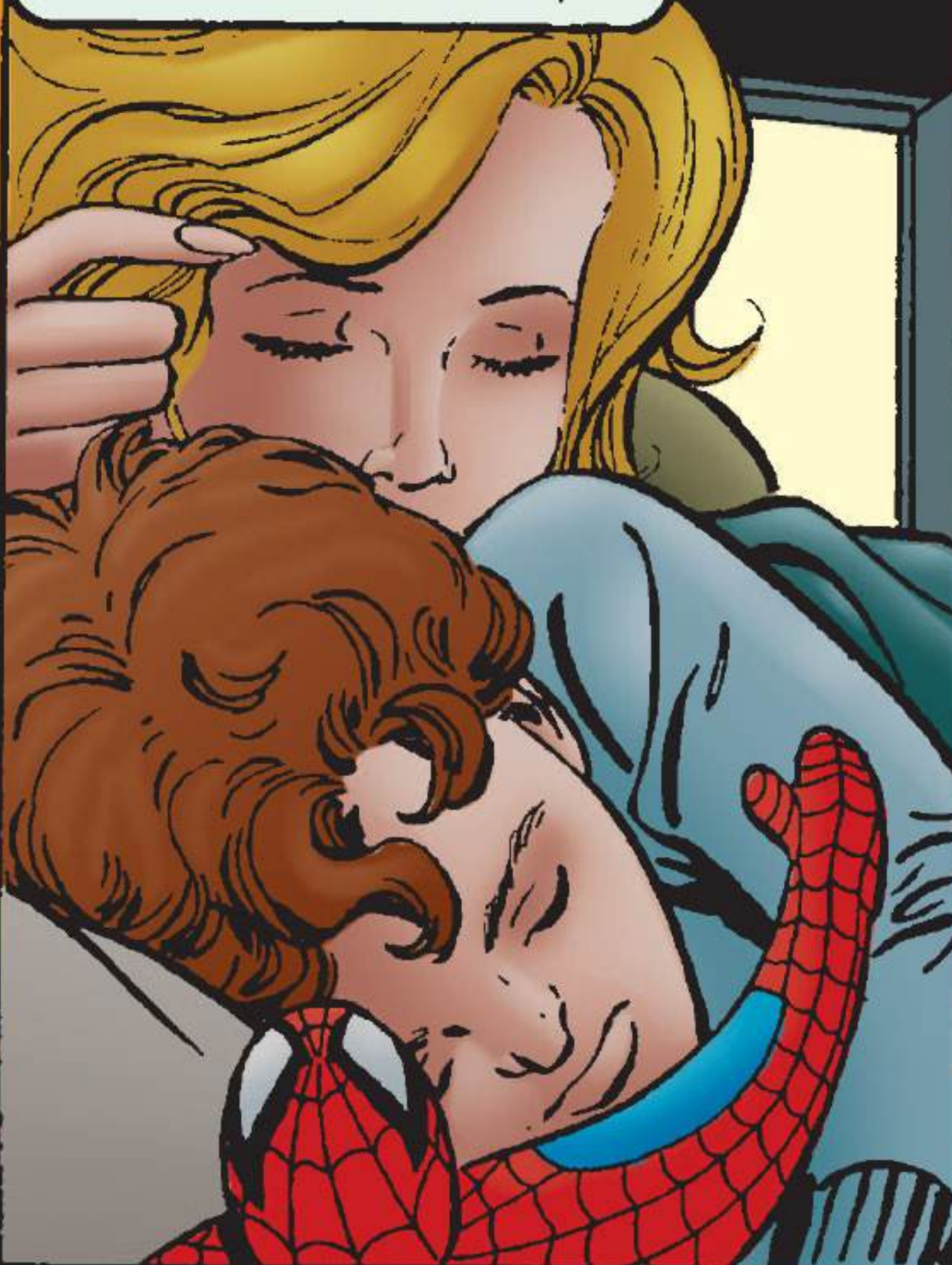
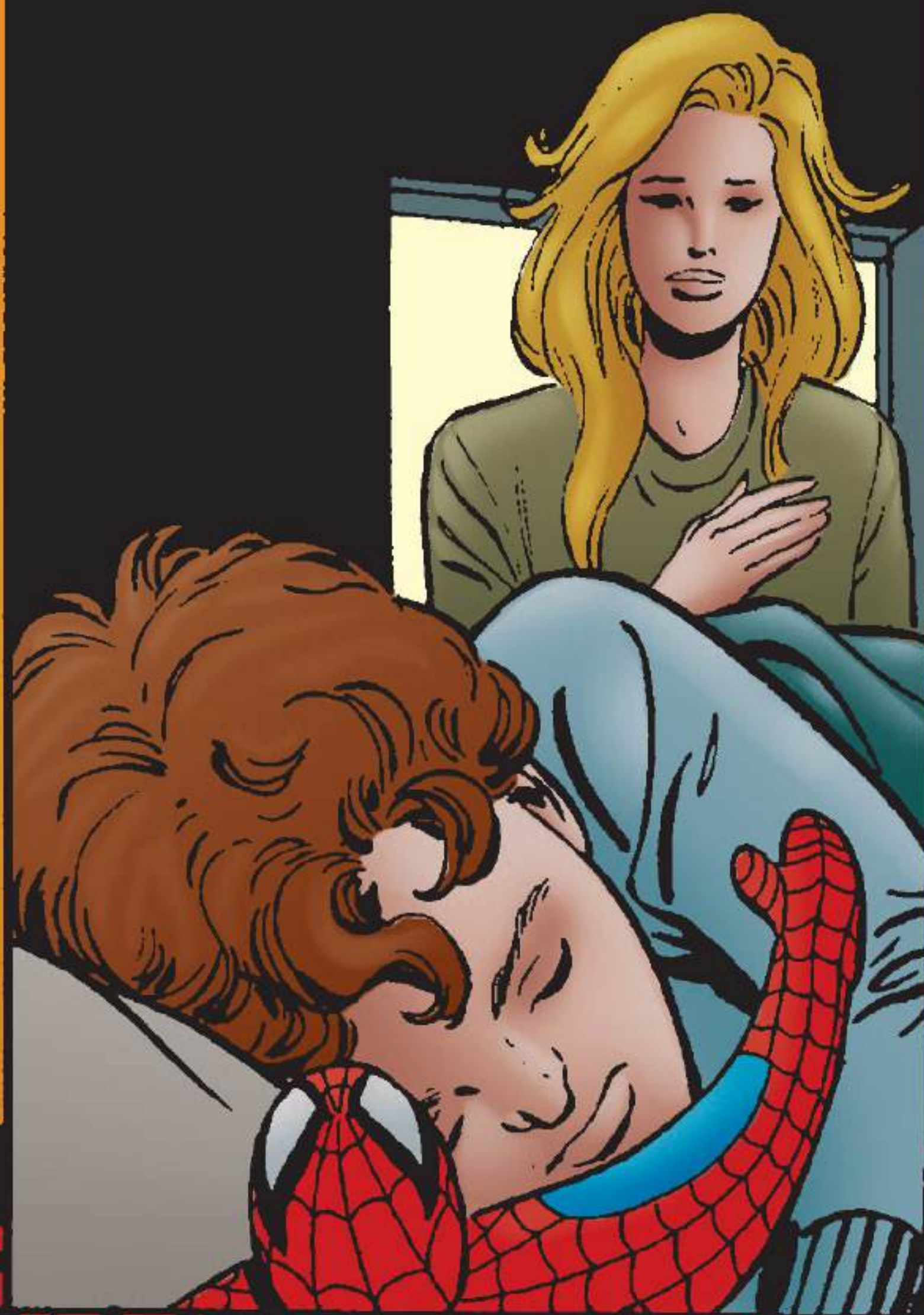
Every minute of every hour of every day...



Harry had a wife...and a LITTLE BOY I'd never really known.

All I wanted that night was to bang on the door of Liz's apartment... tell her how terrible I felt...how I'd do ANYTHING to help:

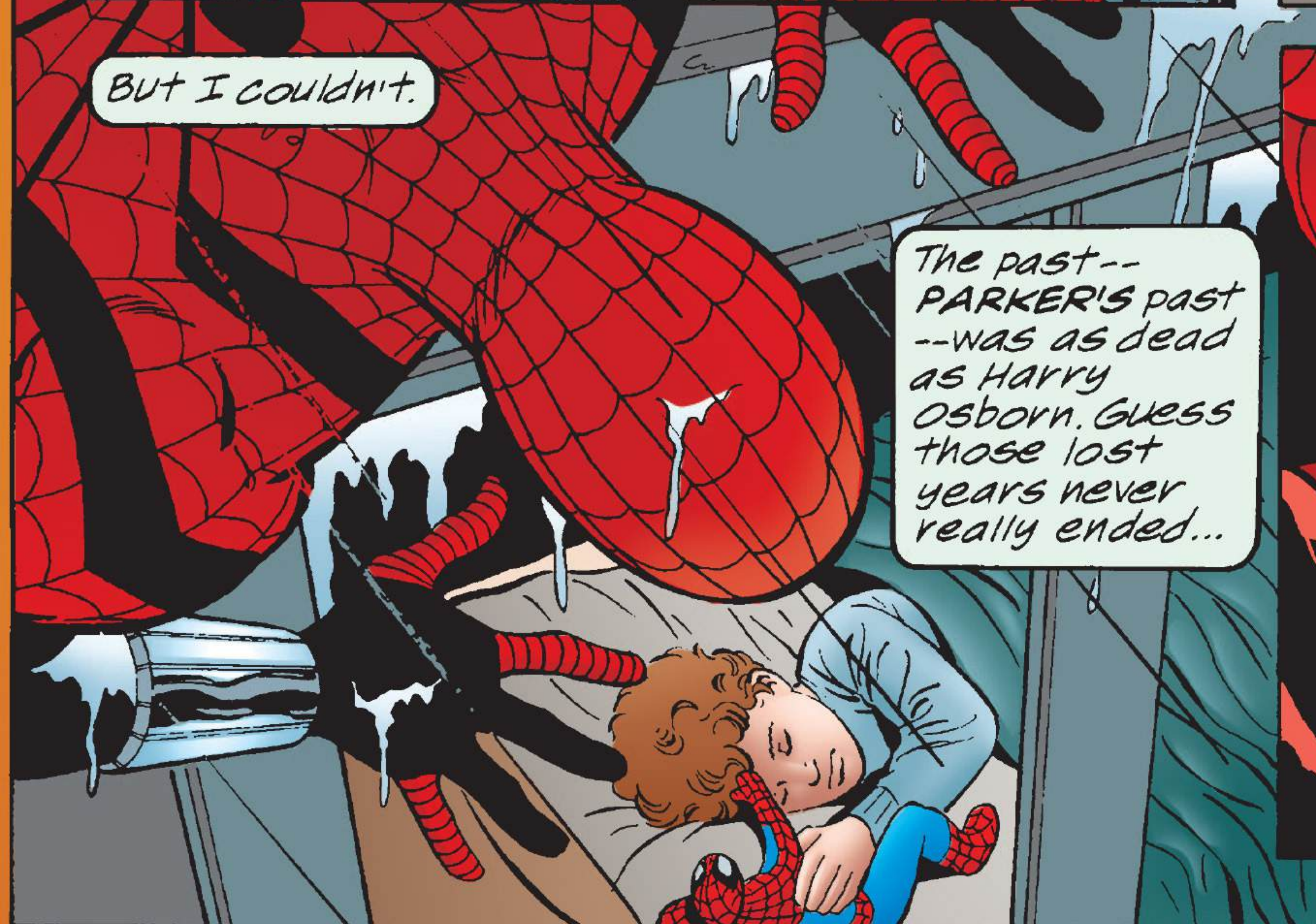
"I'll be a father to NORMAN... I'll be a friend to YOU. We'll keep Harry's memory alive TOGETHER. We'll hold on tight to the past."



BUT I COULDN'T.

The past-- PARKER'S past --was as dead as Harry Osborn. Guess those lost years never really ended...

...because even in the city I grew UP in...



...I WAS
AN EXILE.

AT EVERY
STOP, I
GUESS.
LOOKING
BACK ON
IT ALL, I
PROBABLY
SHOULD
HAVE
GOTTEN
OFF.

HOW MANY TIMES DID
I WANT TO GET OFF
THAT TRAIN?

NO. THAT'S THE
CYNIC IN ME
TALKING.

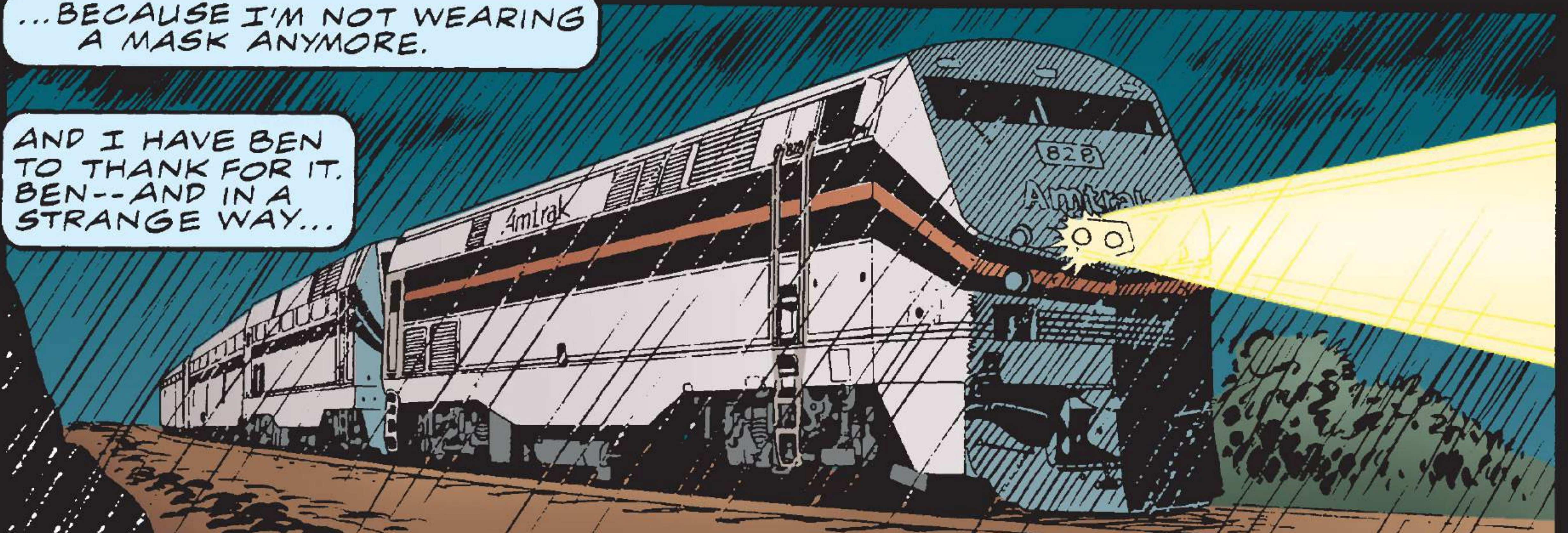
BEN USED TO SAY
THAT THERE'S NO
SUCH THING AS A
CYNIC. JUST
IDEALISTS WEAR-
ING MASKS.

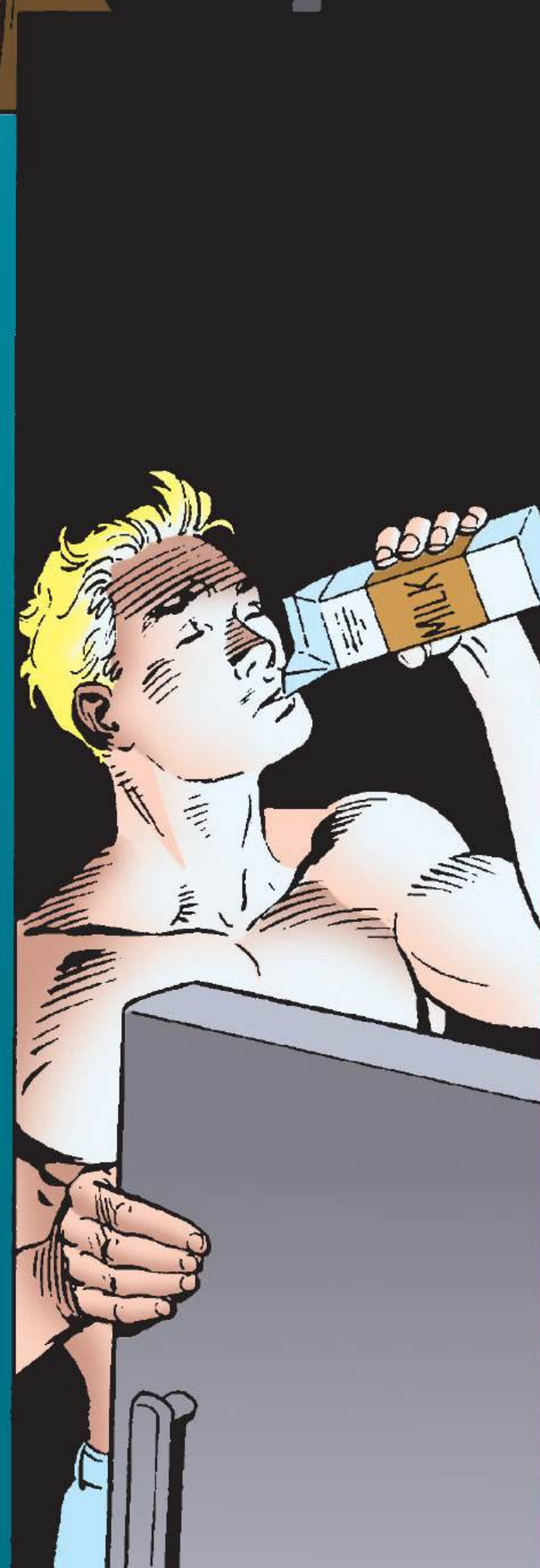
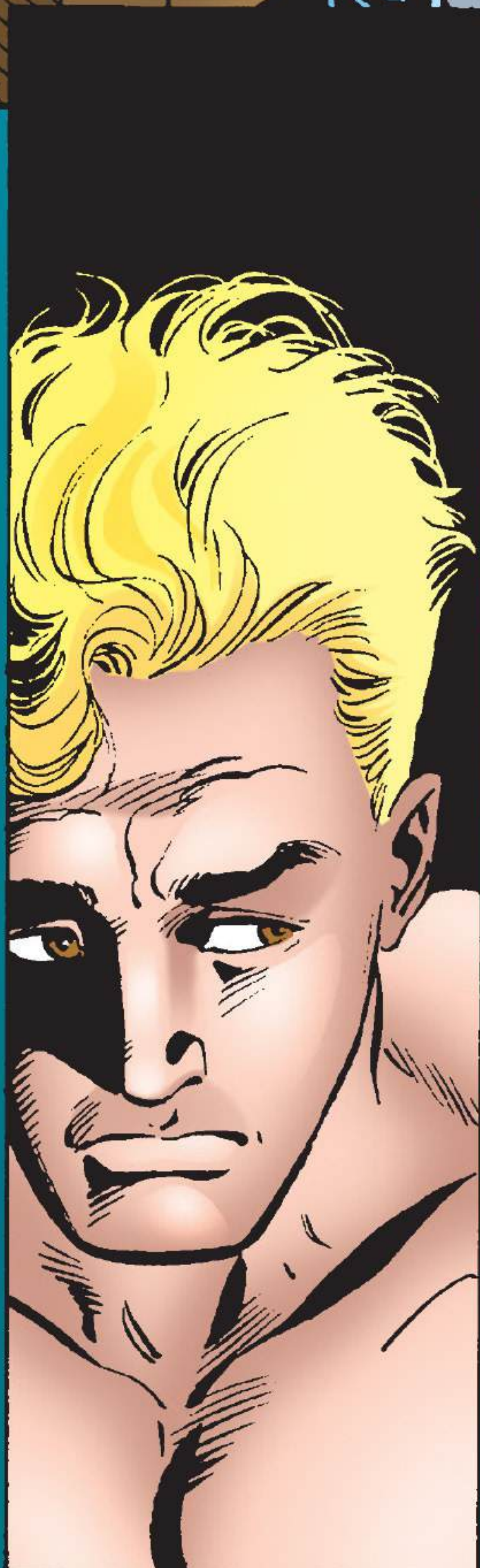
LIFE'S BEEN HARD
FOR ME SINCE
THOSE DAYS IN
NEW YORK: HARD
AND LONELY. BUT,
AS FUNNY AS IT
MAY SOUND, I'VE
NEVER FELT MORE
FREE...

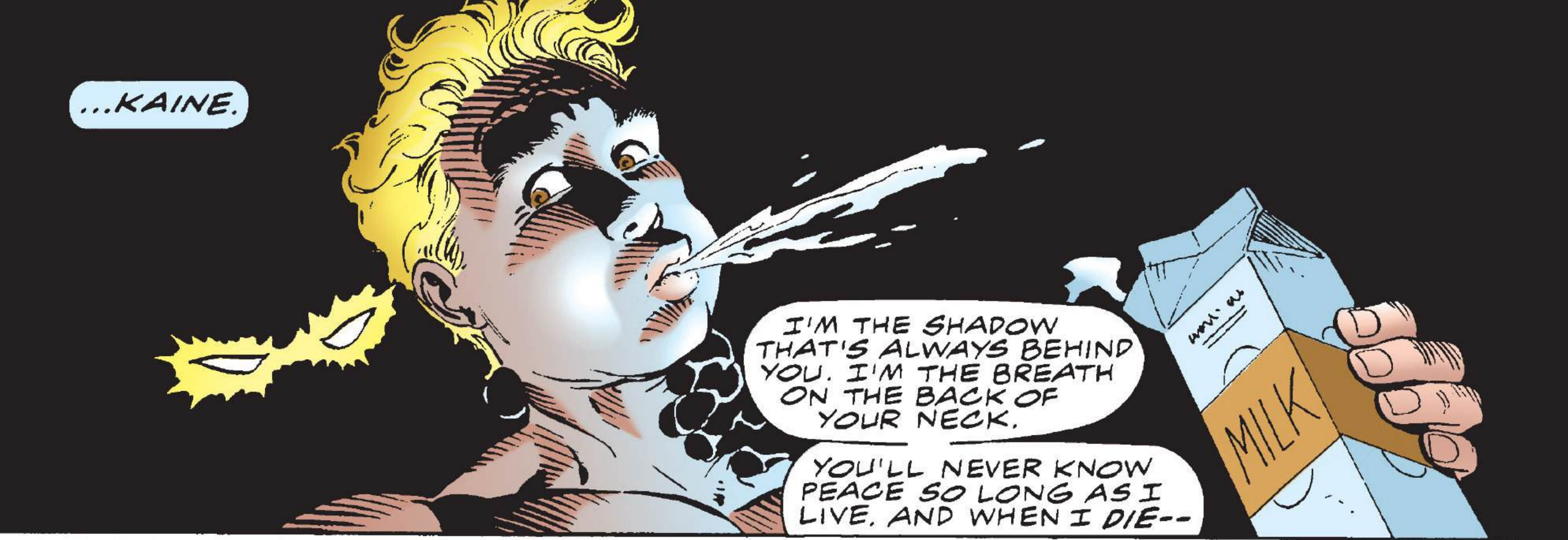
I THINK THAT'S
TRUE.

...BECAUSE I'M NOT WEARING
A MASK ANYMORE.

AND I HAVE BEN
TO THANK FOR IT.
BEN--AND IN A
STRANGE WAY...



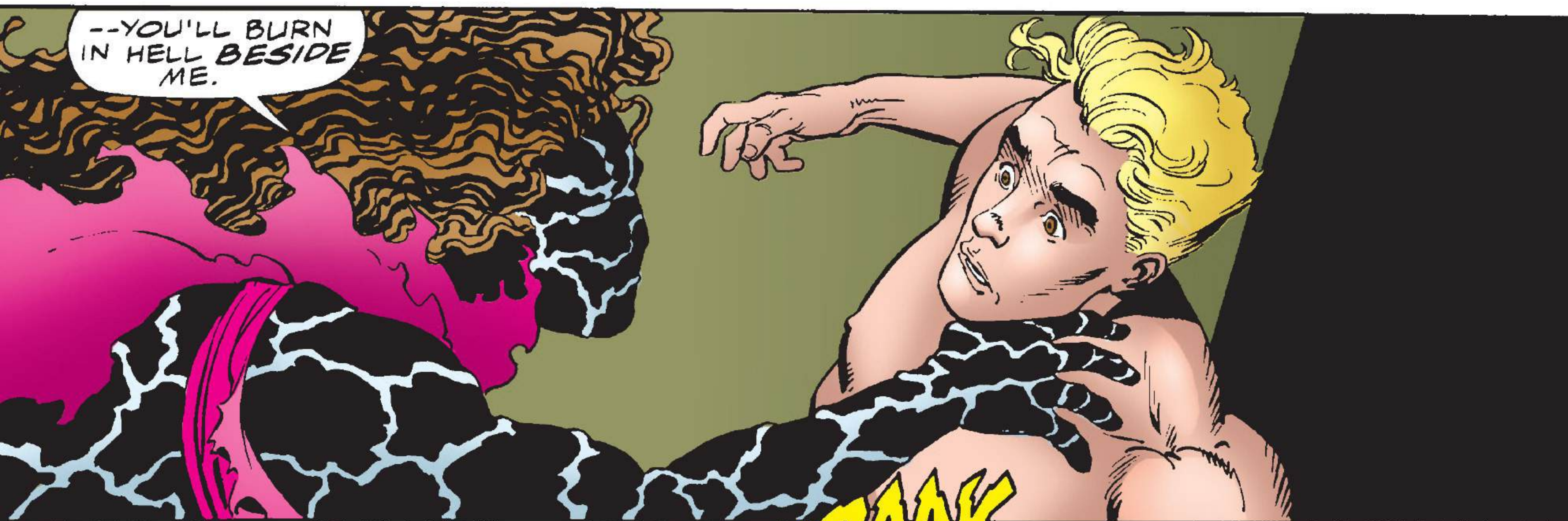




...KAINE.

I'M THE SHADOW
THAT'S ALWAYS BEHIND
YOU. I'M THE BREATH
ON THE BACK OF
YOUR NECK.

YOU'LL NEVER KNOW
PEACE SO LONG AS I
LIVE. AND WHEN I DIE--

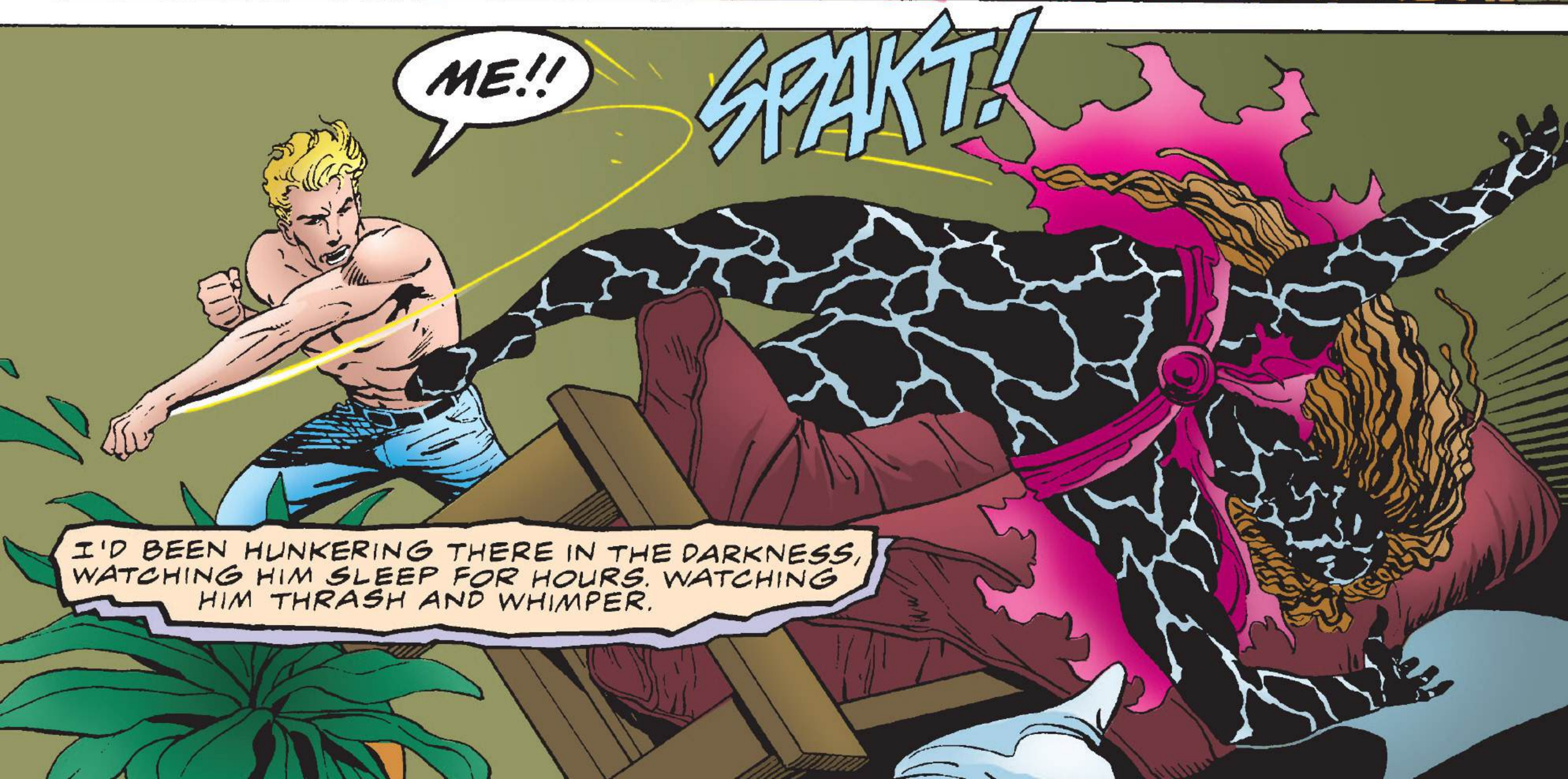


--YOU'LL BURN
IN HELL **BESIDE**
ME.



GET
AWAY
FROM

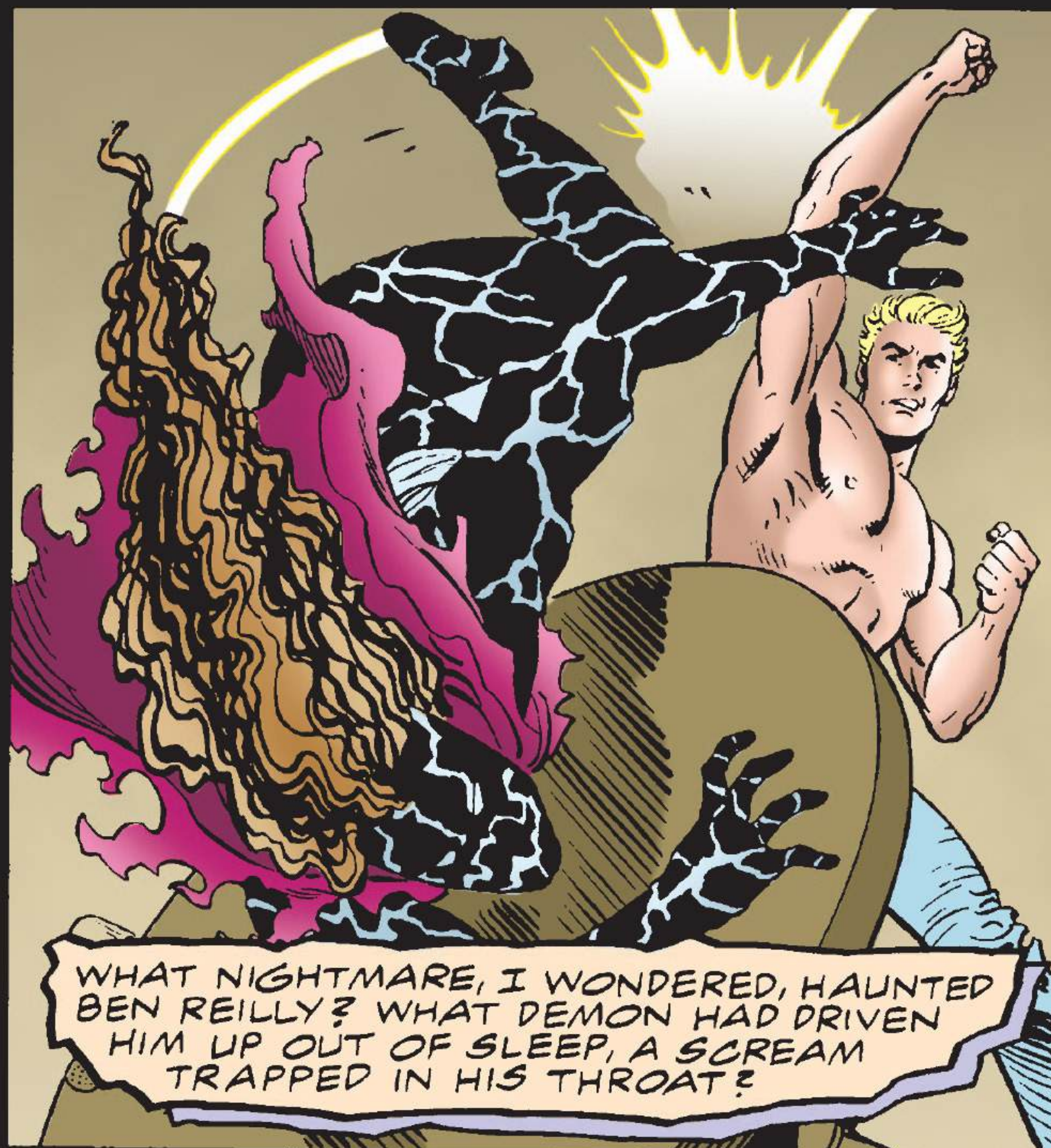
KRAAK



ME!!

SPAKT!

I'D BEEN HUNKERING THERE IN THE DARKNESS,
WATCHING HIM SLEEP FOR HOURS. WATCHING
HIM THRASH AND WHIMPER.



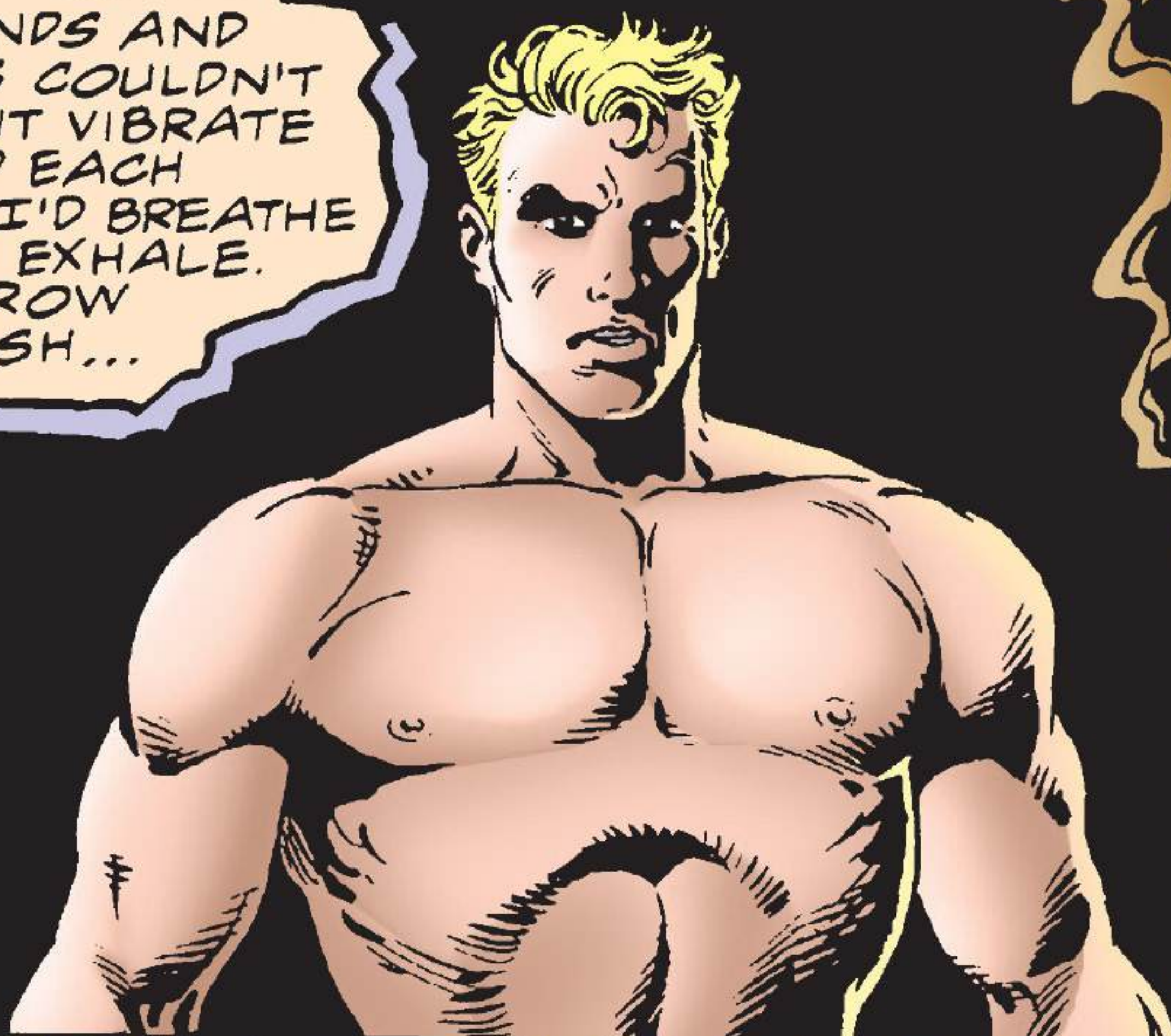
WHAT NIGHTMARE, I WONDERED, HAUNTED BEN REILLY? WHAT DEMON HAD DRIVEN HIM UP OUT OF SLEEP, A SCREAM TRAPPED IN HIS THROAT?

ME, PER-
HAPS?

AFTER ALL, WE WERE LINKED, REILLY AND I: HIS WERE THE CELLS I WAS CLONED FROM -- HOWEVER IMPERFECT THAT CLONING WAS.



OUR MINDS AND HEARTS COULDN'T HELP BUT VIBRATE AROUND EACH OTHER: I'D BREATHE IN, HE'D EXHALE. I'D GROW FEVERISH...



...HE'D BURN.

SO I THINK HE UNDERSTOOD, AS WE LOCKED EYES, AS WE STOOD FACING EACH OTHER IN THE SILENCE OF OUR SOULS, THAT I HAD NO DESIRE TO FIGHT. I HADN'T COME THERE FOR BLOOD.



I'D COME TO WARN HIM.

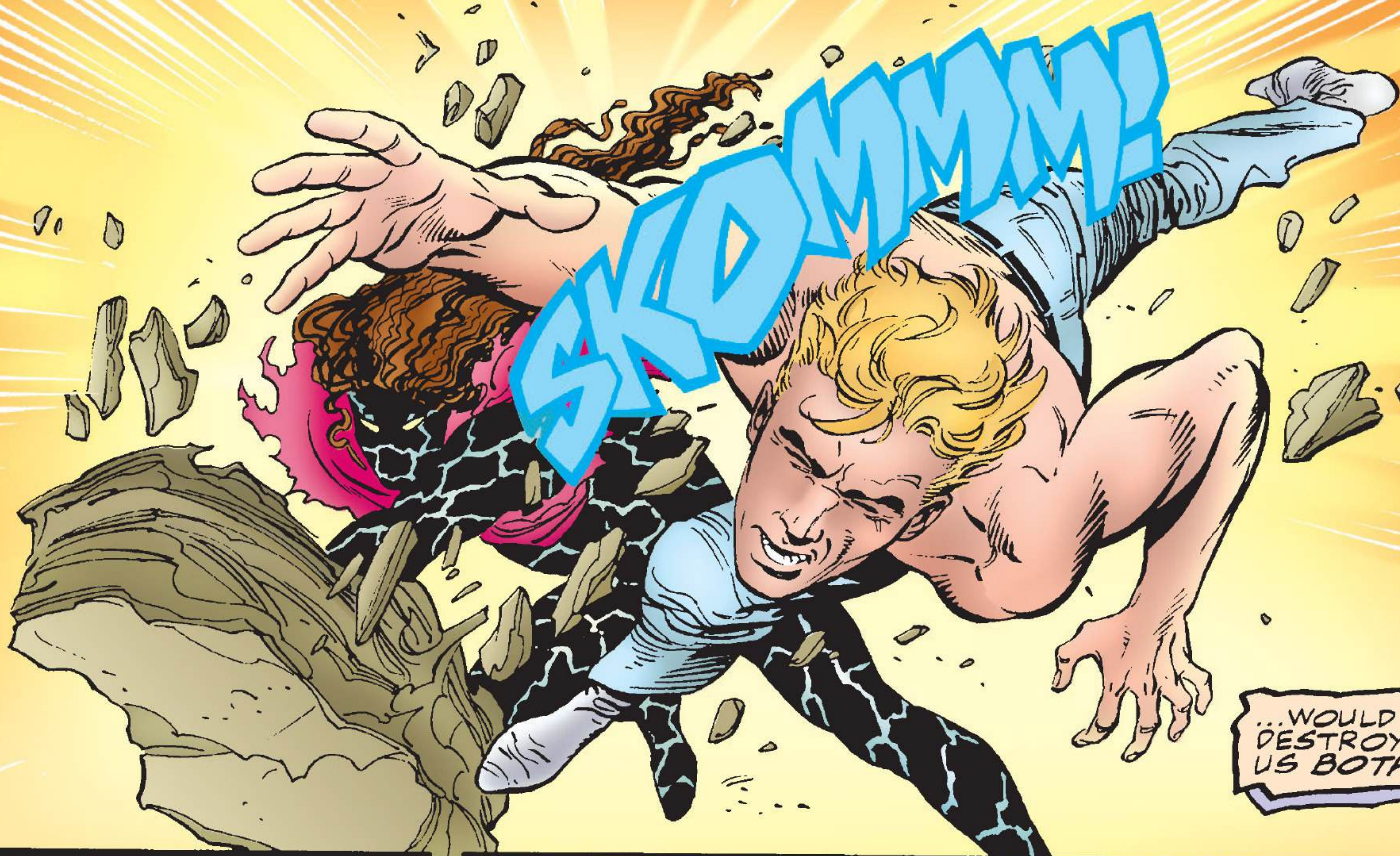
I'D COME TO ANNOUNCE MYSELF.

I'D COME TO FIRE THE FIRST VOLLEY IN A WAR THAT, WITH LUCK...





RRRRRAKK

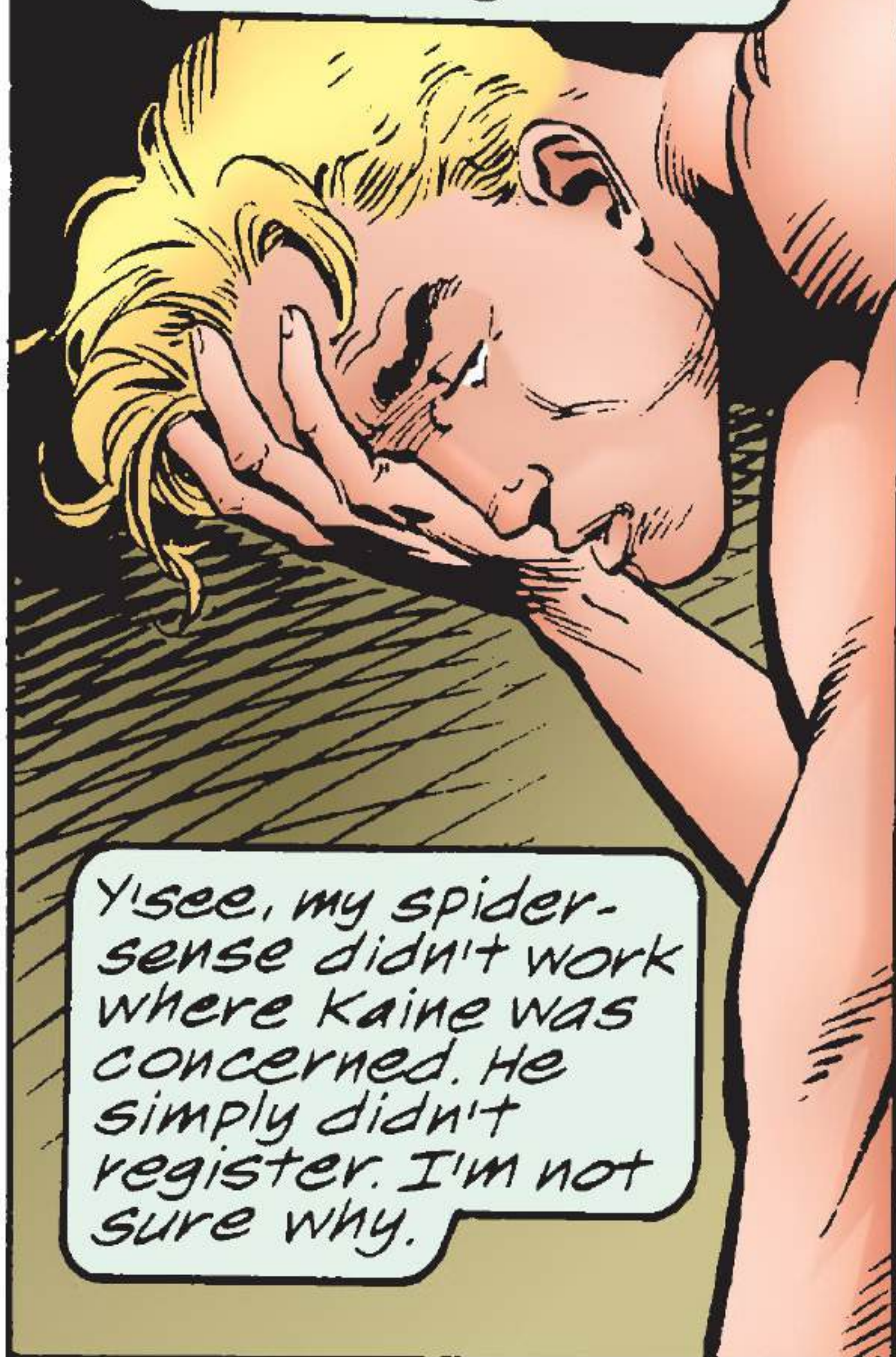


SKOMMM!

...WOULD
DESTROY
US BOTH.

I had a heckuva head-
ache when I came to...
but I knew it could've
been worse. A LOT worse:

He could've killed
me while I was
sleeping.

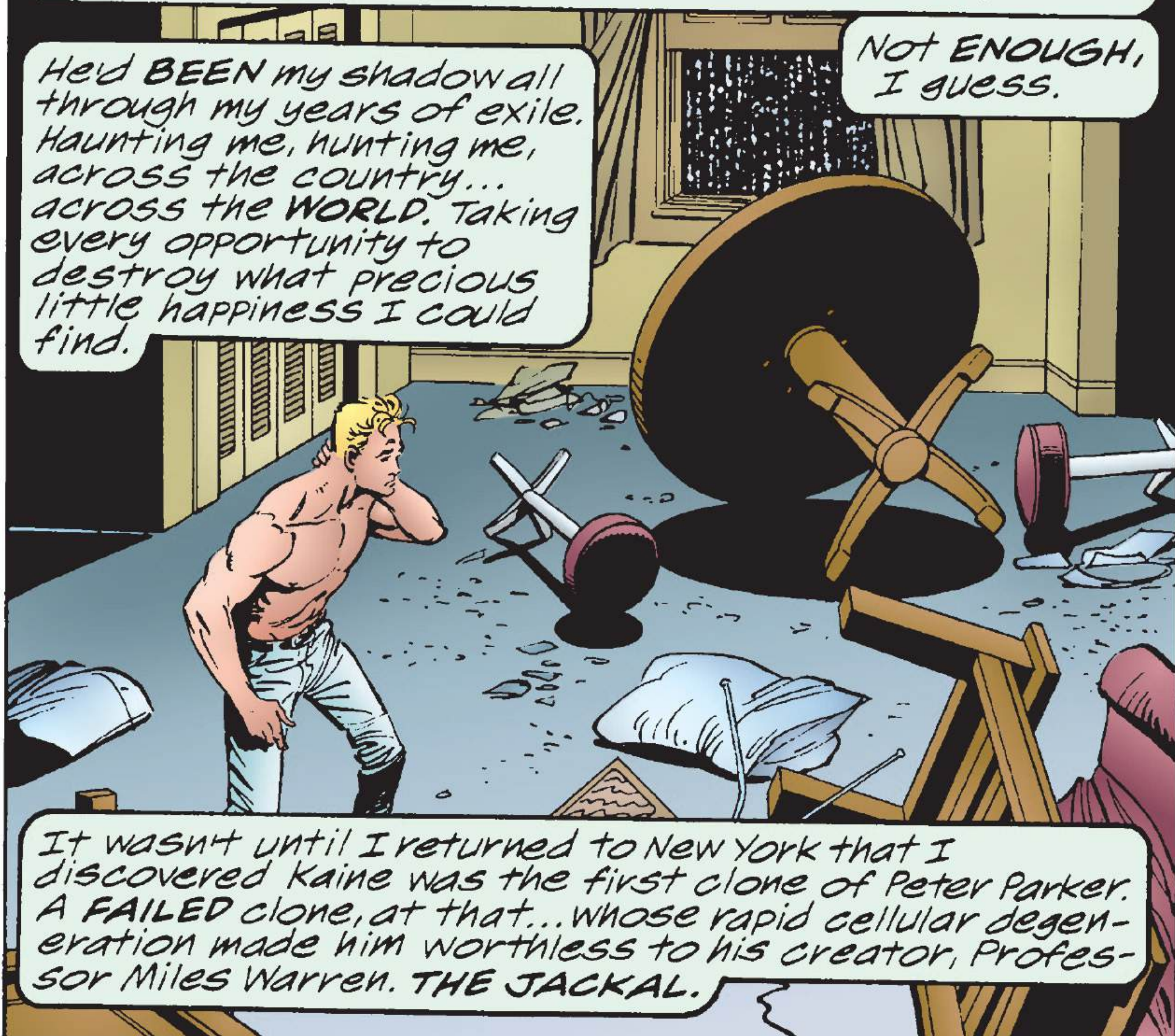


Y'see, my spider-
sense didn't work
where Kaine was
concerned. He
simply didn't
register. I'm not
sure why.

Maybe Kaine was right-- he was my shadow. And how
much notice do you give your own shadow?

He'd BEEN my shadow all
through my years of exile.
Haunting me, hunting me,
across the country...
across the WORLD. Taking
every opportunity to
destroy what precious
little happiness I could
find.

NOT ENOUGH,
I GUESS.



It wasn't until I returned to New York that I
discovered Kaine was the first clone of Peter Parker.
A FAILED clone, at that... whose rapid cellular degen-
eration made him worthless to his creator, Profes-
sor Miles Warren. THE JACKAL.

So Warren drove him away...and Kaine set his sights on ME. Why? Any respectable psychiatrist could come up with a list of reasons a mile long...

...but sometimes I think he just needed a focus for his pain. For his hate.

And yet, despite all he'd done, I couldn't hate HIM, in return.

The joke of it all, I realized, was that we'd travelled so far together, been through so much...

...that Kaine had become one of the few people in my life I felt some kind of genuine CONNECTION to--however TWISTED that connection was.

In all my years on the road, only three people ever broke through the facade that was Ben Reilly: KAINE. SEWARD TRAINER...

...and JANINE.

JANINE. Just thinking about her got me crazy. Made me want to curl up into a ball and scream.

Maybe that's why I found myself walking in the rain at two in the morning, wandering, like a sleep-walker, into a dingy little West Side bar.

Not because of Kaine--but because seeing him made me remember the greatest love I ever knew.

And the greatest LOSS.

CLUB SODA WITH LIME.

OH, A HARD DRINKER, HUH?

MAKE IT A DOUBLE.

THINK YA CAN HANDLE IT?

GIVE THE GUY A BREAK, AL.

EVERYBODY DESERVES A BREAK, RIGHT?

HOW YA DOIN', BUD? NAME'S FLASH. FLASH THOMPSON.

Sometimes God's got one WEIRD sense of humor: of all the stools in all the bars in New York...

...I managed to pick one right next to my old high school nemesis.

But Flash seemed as much a ghost to me as Harry Osborn. I felt like I was looking at a total stranger. And between my pulled-down cap, the bad lighting, and the fact that Flash was five beers to the wind...

I'M... BEN.

...so did he.

I'LL TELL YA, BEN...WHEN I WAS IN HIGH SCHOOL... I WAS THE MAN. I MEAN, THERE WAS NOBODY ELSE.

MAYBE I WASN'T THE BIGGEST BRAIN ON TWO FEET... BUT OUT ON THE FOOTBALL FIELD NO ONE COULD TOUCH ME.

THE BABES ALL ADORED ME... THE GUYS ALL WANTED T'BE ME.

I HAD IT ALL, Y'KNOW?

SO WHAT HAPPENED... TELL ME THAT? HOW'D I BLINK AND FIND MYSELF TWENTY-FIVE YEARS OLD...WITH A BEER BELLY--

--AND GETTING PAID GARBAGE FOR WORKING IN A TWO-BIT YOUTH CENTER, FOR GOD'S SAKE?

BEEN OUT POUNDING THE PAVEMENT ALL DAY...LOOKING FOR A NEW JOB. BUT NOBODY WANTS ME. I'VE GOT NOTHING TO OFFER, THEY SAY.

I'D GIVE ANYTHING T'BE BACK IN HIGH SCHOOL AGAIN...GIRLS ALL OVER ME...RAGGING ON PUNY PARKER.

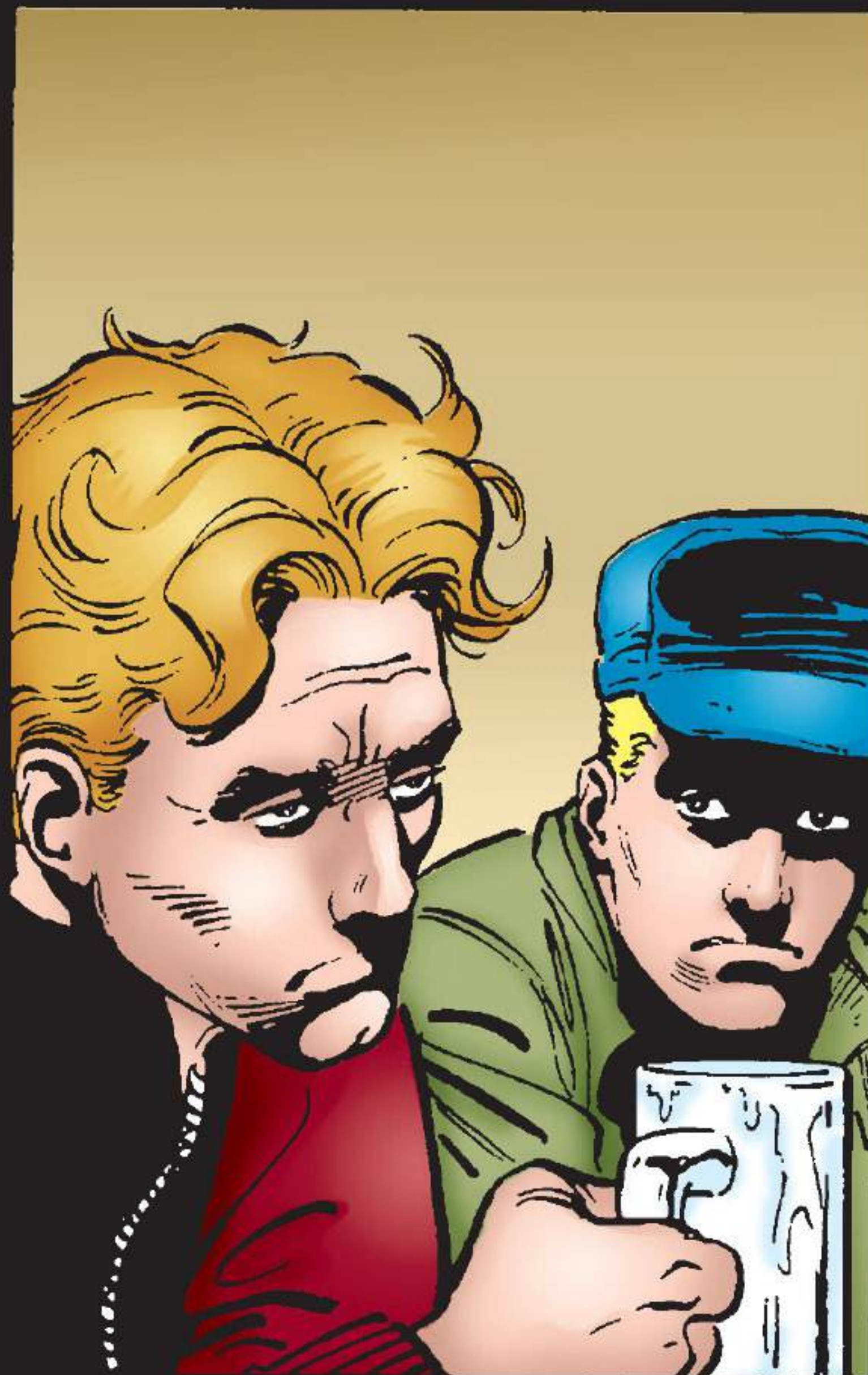
PARKER! NOW THERE'S ONE I'VE NEVER BEEN ABLE T'FIGURE OUT.

BIGGEST NERD Y'EVER MET. ALL HE CARED ABOUT WAS TEST TUBES AND HIS SICK OLD AUNT--

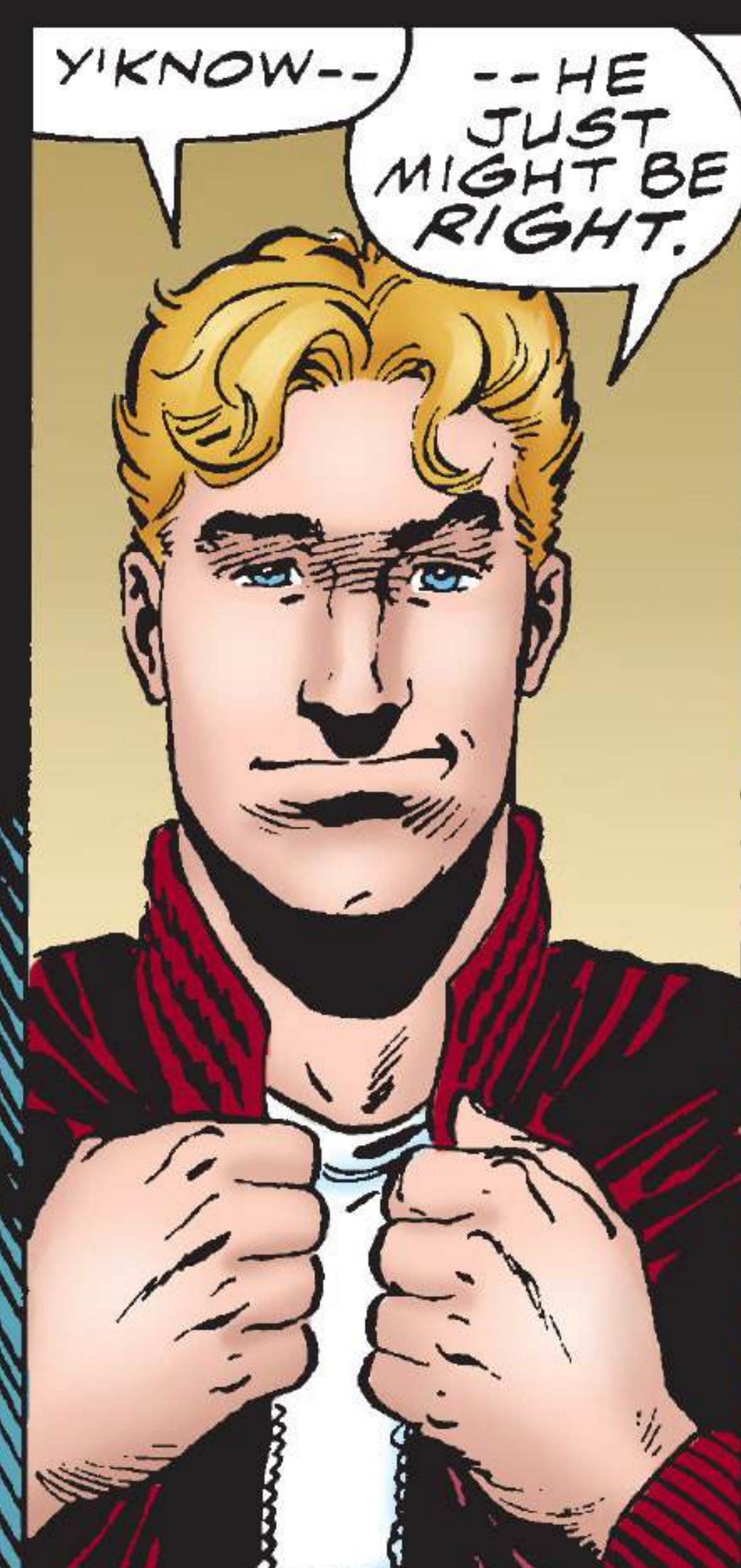
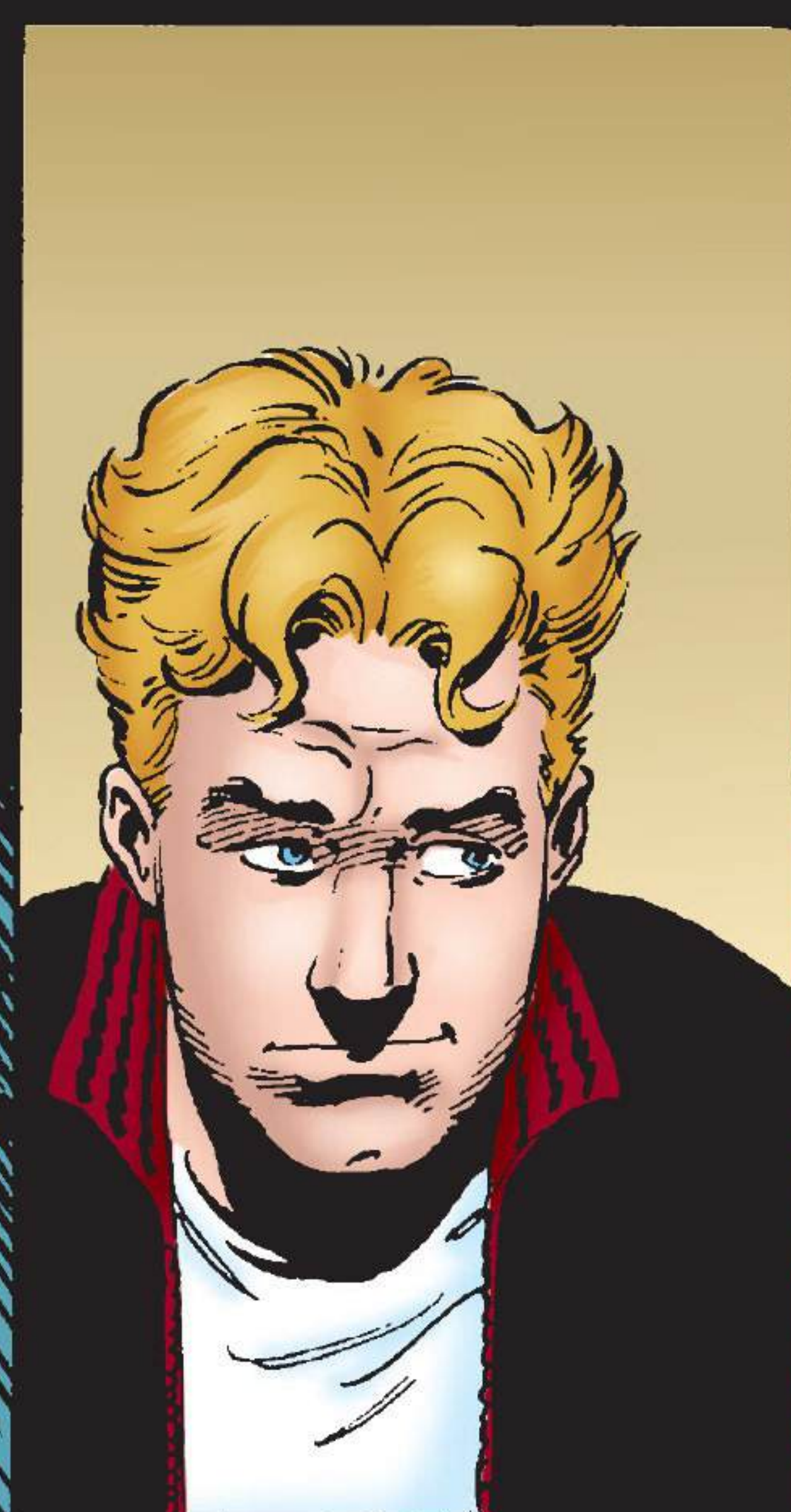
--AND HE ENDS UP A BIG-NAME PHOTOGRAPHER... MARRIED TO A MODEL. I MEAN, HE'S GOT IT ALL, Y'KNOW?

AN' WHAT'VE I GOT, HUH?

MY HIGH SCHOOL YEAR-BOOK--AND A BUNCH O'DUSTY OLD FOOTBALL TROPHIES.



STOP WALLOWING IN SELF-PITY... STOP LIVING IN YESTERDAY... AND APPRECIATE WHAT YOU'VE GOT HERE AND NOW.



Was I talking to Flash-- or to myself? Both of us, I suppose.

The one thing I knew for sure was that I wasn't going to end up on some bar-stool somewhere, crying over what MIGHT have been.

Yesterday be damned, I decided, webbing my way home; feeling-- for no logical reason-- better than I had in days.

Time to make a LIFE for myself. And no ghosts of the past...

...were gonna get
in my way.

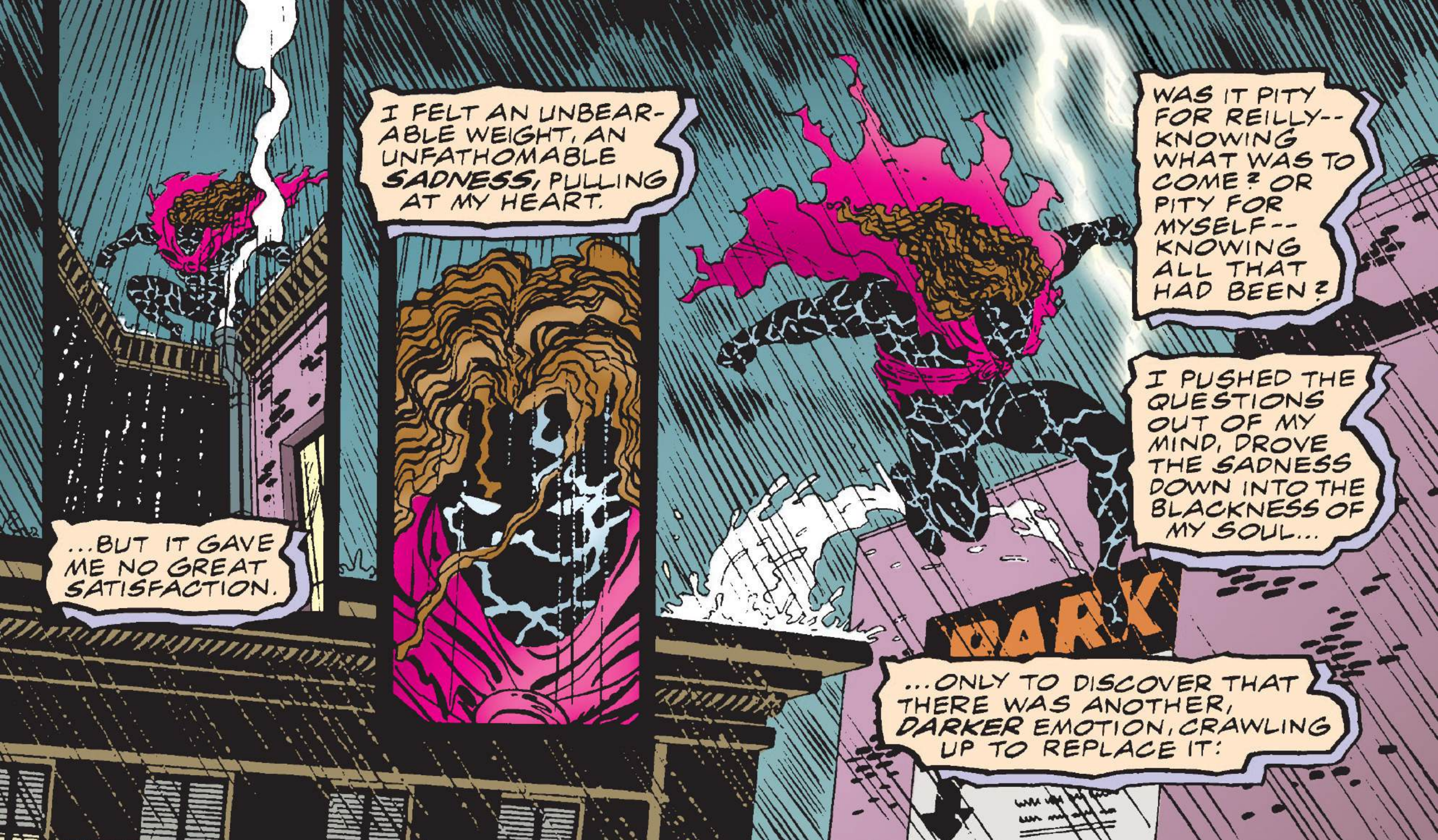
HEY,
REILLY--

--ANYBODY
EVER TELL
YOU YOU LOOK
SENSATIONAL
IN TIGHTS?

I... I DON'T
BELIEVE
IT! IT'S NOT
POSSIBLE!

JANINE?!

I SAW THE LOVE IN
HER EYES, THE SHOCK
AND BEWILDERMENT
ON HIS FACE...



I FELT AN UNBEAR-
ABLE WEIGHT, AN
UNFATHOMABLE
SADNESS, PULLING
AT MY HEART.

WAS IT PITY
FOR REILLY--
KNOWING
WHAT WAS TO
COME? OR
PITY FOR
MYSELF--
KNOWING
ALL THAT
HAD BEEN?

I PUSHED THE
QUESTIONS
OUT OF MY
MIND, DROVE
THE SADNESS
DOWN INTO THE
BLACKNESS OF
MY SOUL...

...BUT IT GAVE
ME NO GREAT
SATISFACTION.

DARK
...ONLY TO DISCOVER THAT
THERE WAS ANOTHER,
DARKER EMOTION, CRAWLING
UP TO REPLACE IT:

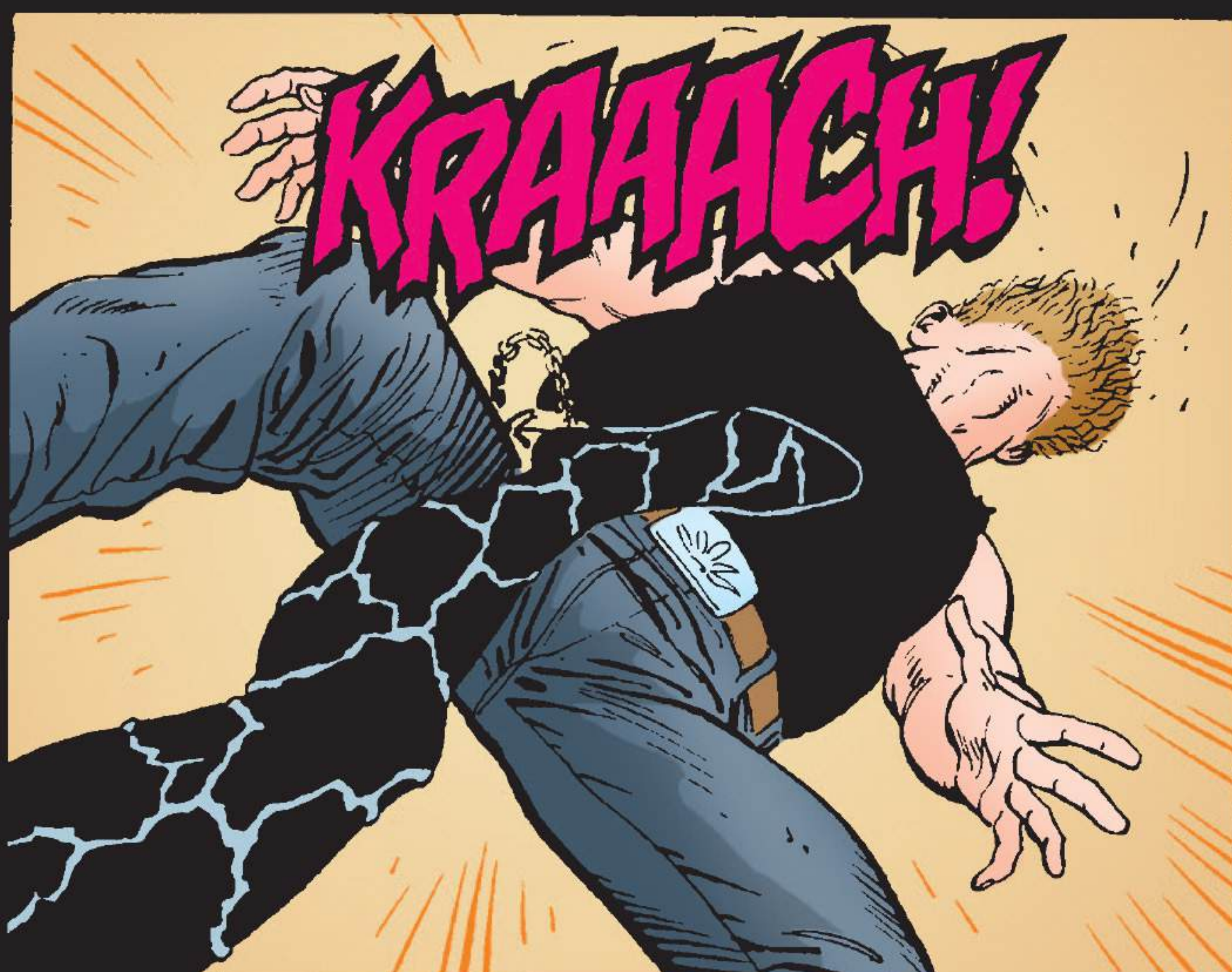
GUILT.

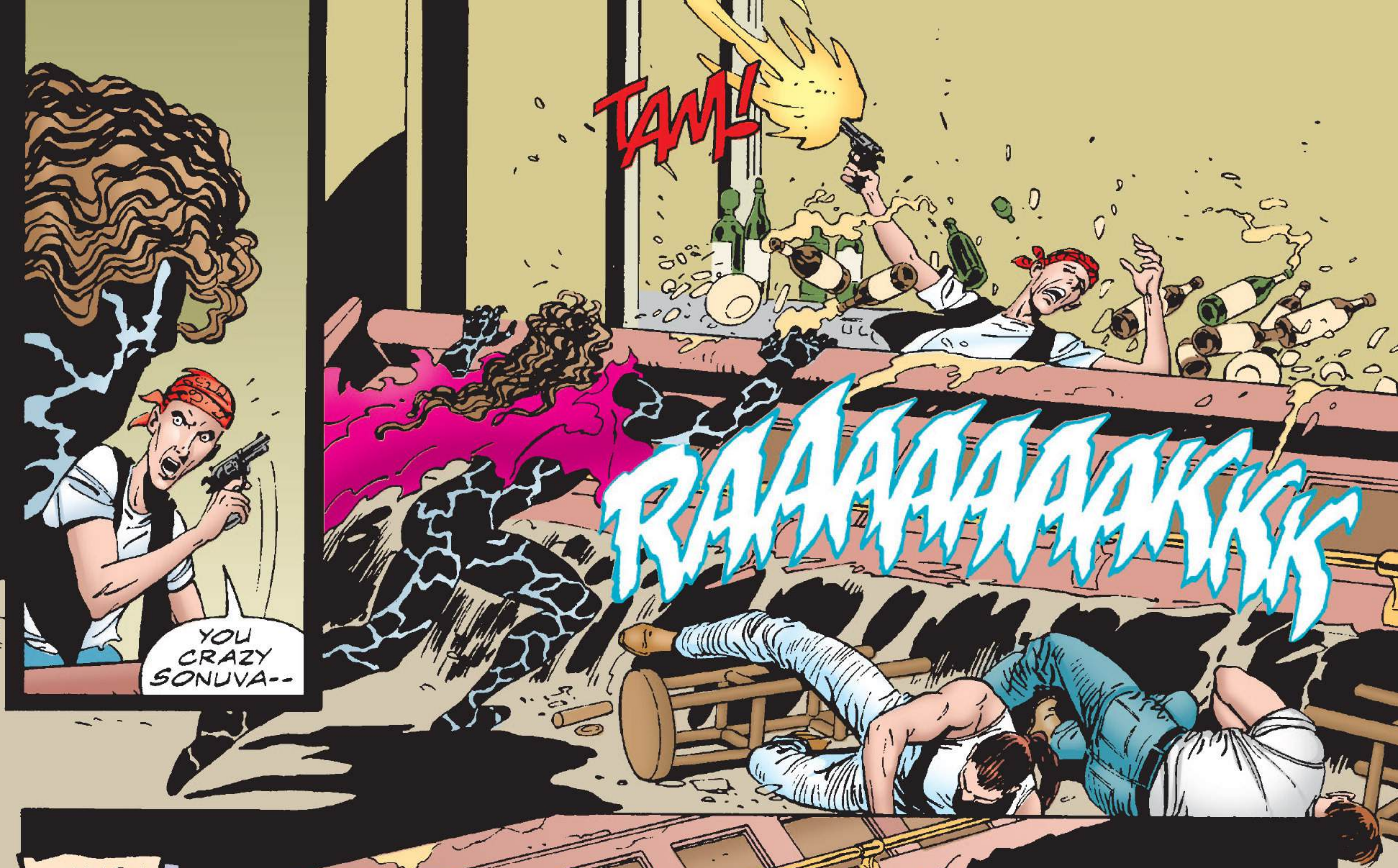
GUILT? NOW THAT MY PLAN WAS FINALLY SET IN MOTION... WAS I ACTUALLY
REGRETTING IT? WAS THERE A PART OF ME THAT WANTED MY DOUBLE TO HAVE
THE PEACE AND HAPPINESS THAT I HAD ALWAYS BEEN DENIED?

LOOKING BACK, I SEE THAT THERE WAS-- BUT
THEN THE VERY **IDEA** THAT I COULD DO ANYTHING
BUT HATE THE MAN WHOSE CELLS BIRTHED ME...

KASS
SH

...DROVE ME
WILD.





YOU
CRAZY
SONUVA--

...WHEN
I DIE.

GET UP,
DAMN YOU!

GET UP!

--AND LET ME
CLAW THE EYES
OUT OF YOUR
HEADS! TEAR THE
HEARTS OUT OF
YOUR CHESTS!



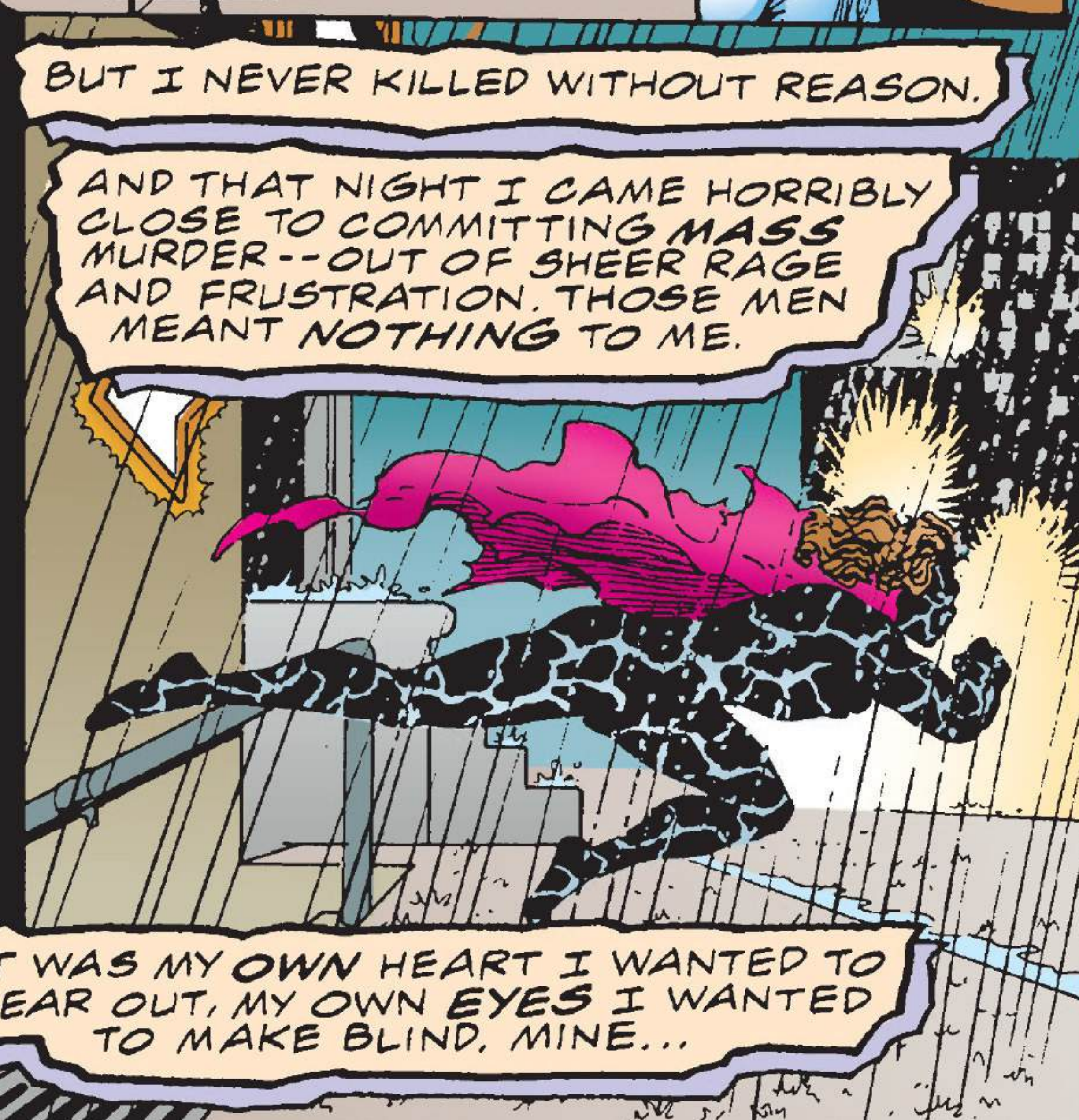
LET

ME



I CLAIM NO
INNOCENCE.

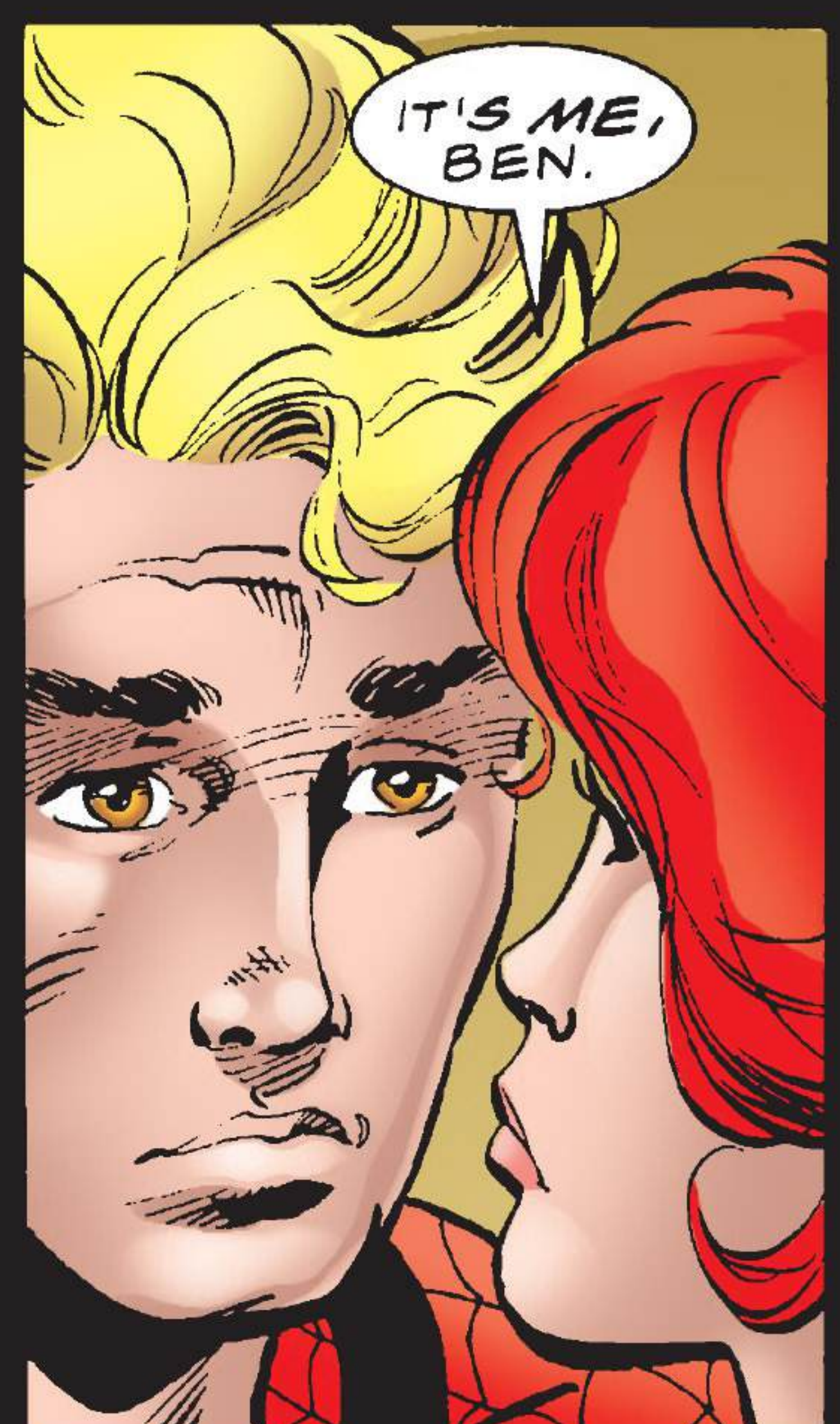
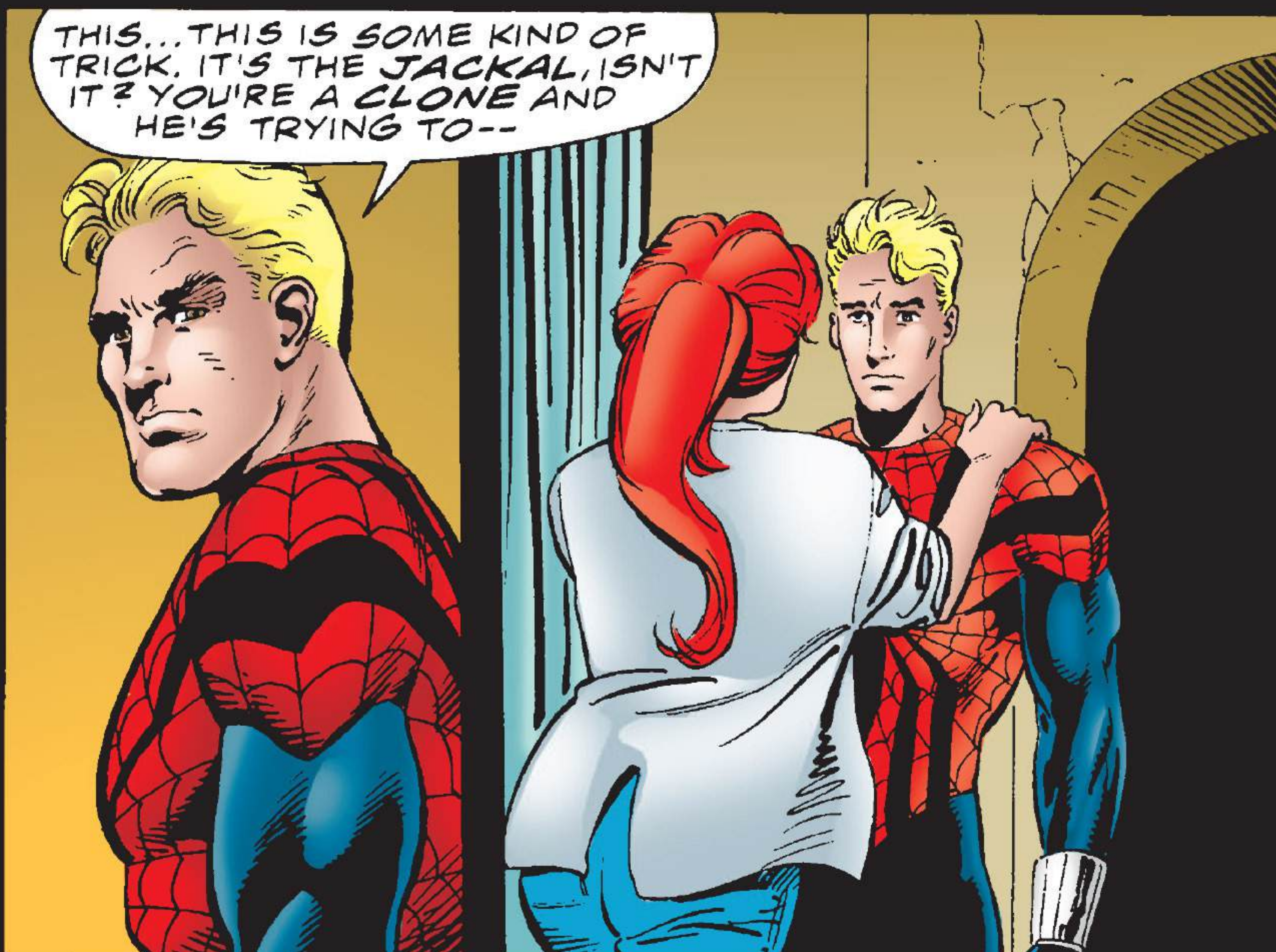
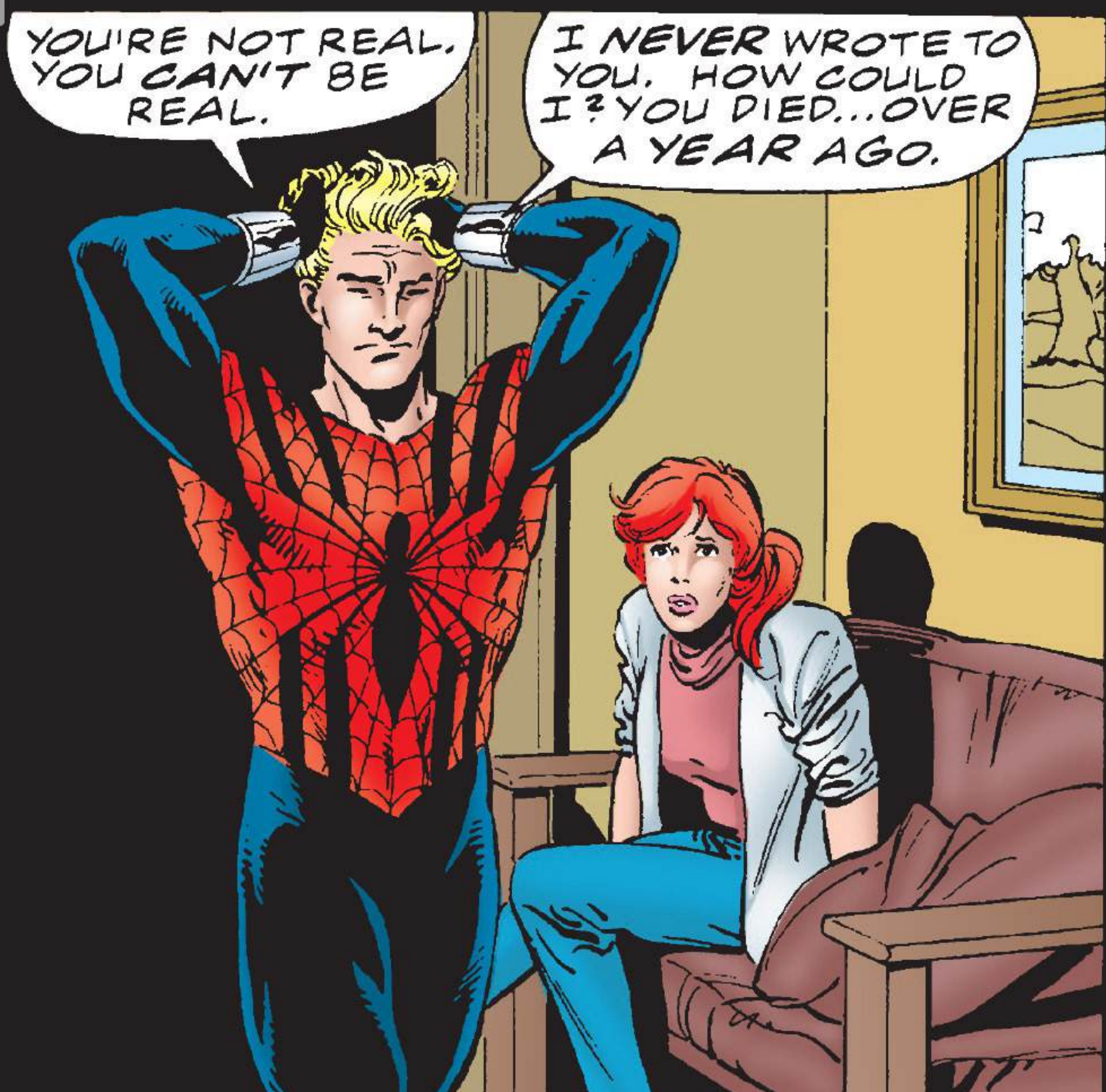
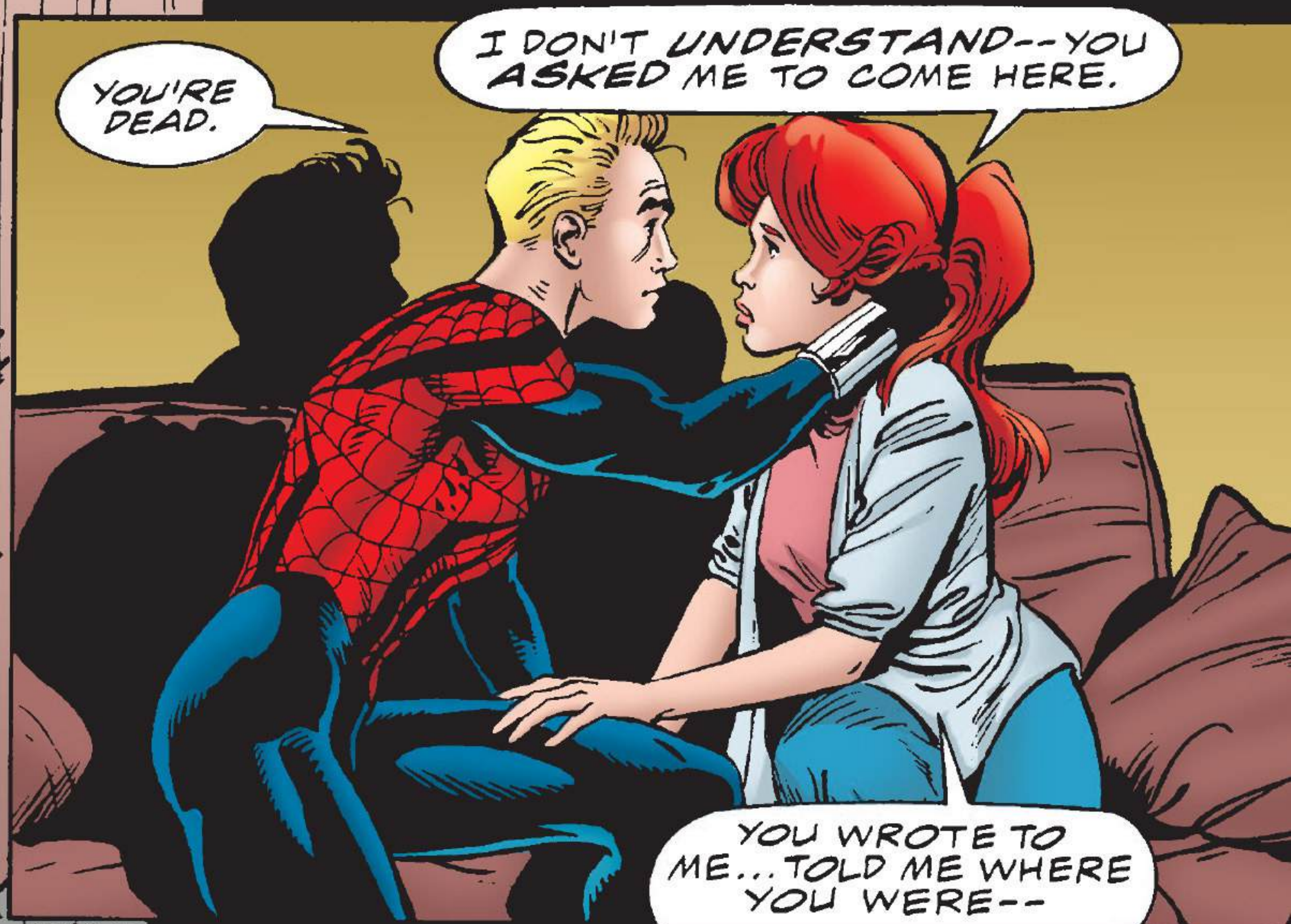
I WAS, I AM, A
MURDERER, MANY
TIMES OVER.

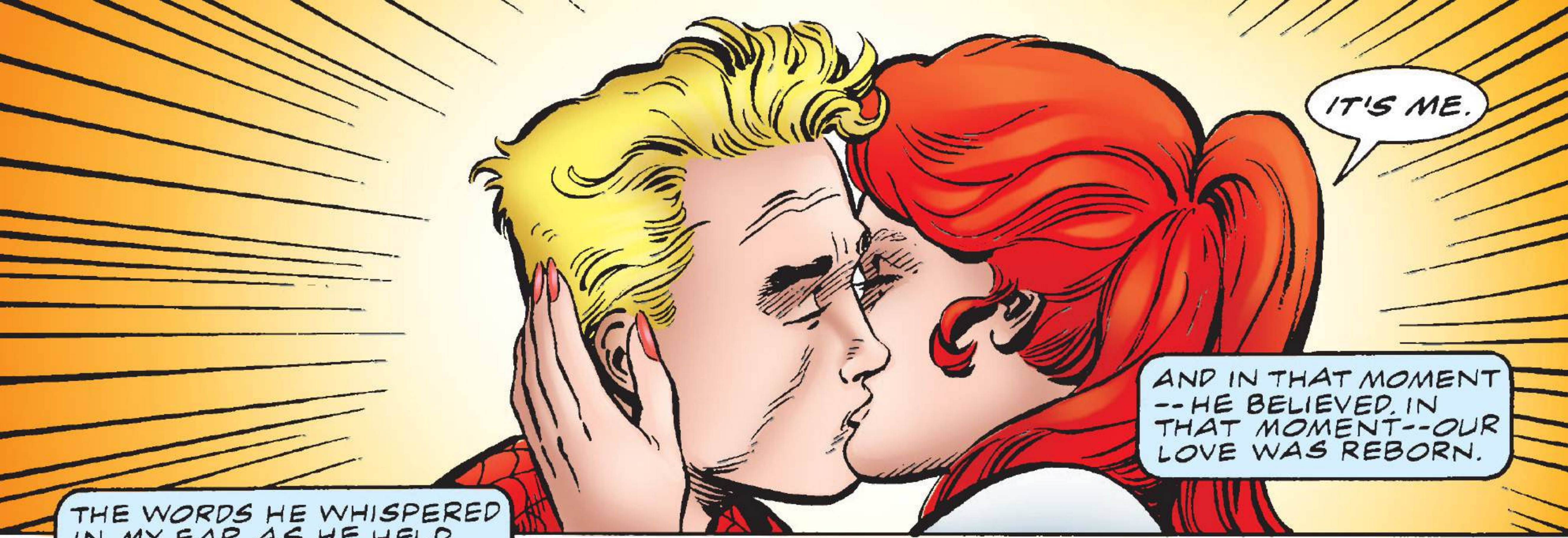


BUT I NEVER KILLED WITHOUT REASON.

AND THAT NIGHT I CAME HORRIBLY
CLOSE TO COMMITTING MASS
MURDER--OUT OF SHEER RAGE
AND FRUSTRATION. THOSE MEN
MEANT NOTHING TO ME.

IT WAS MY OWN HEART I WANTED TO
TEAR OUT, MY OWN EYES I WANTED
TO MAKE BLIND. MINE...



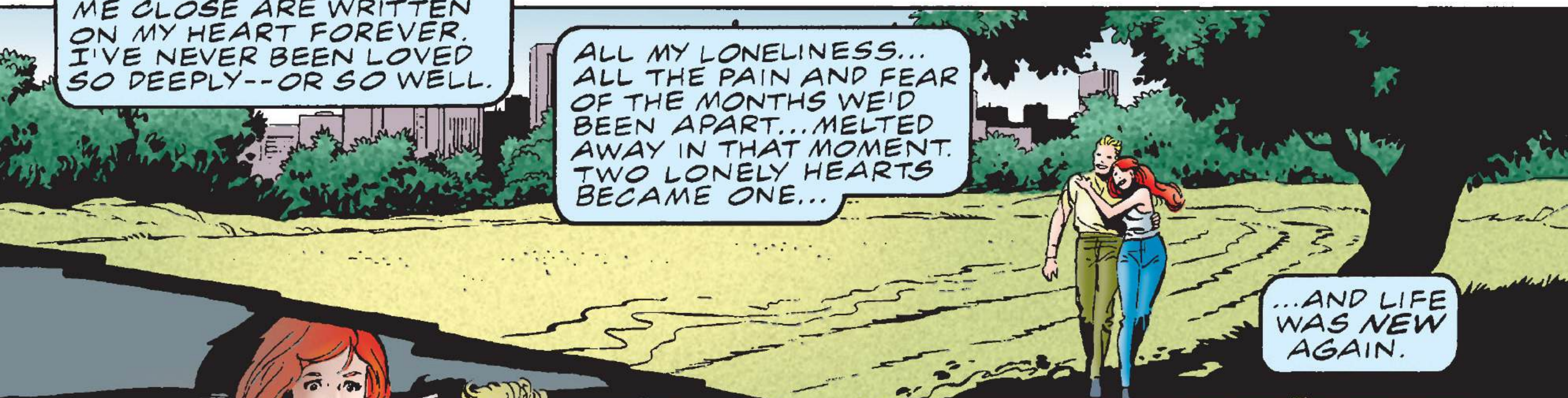


IT'S ME.

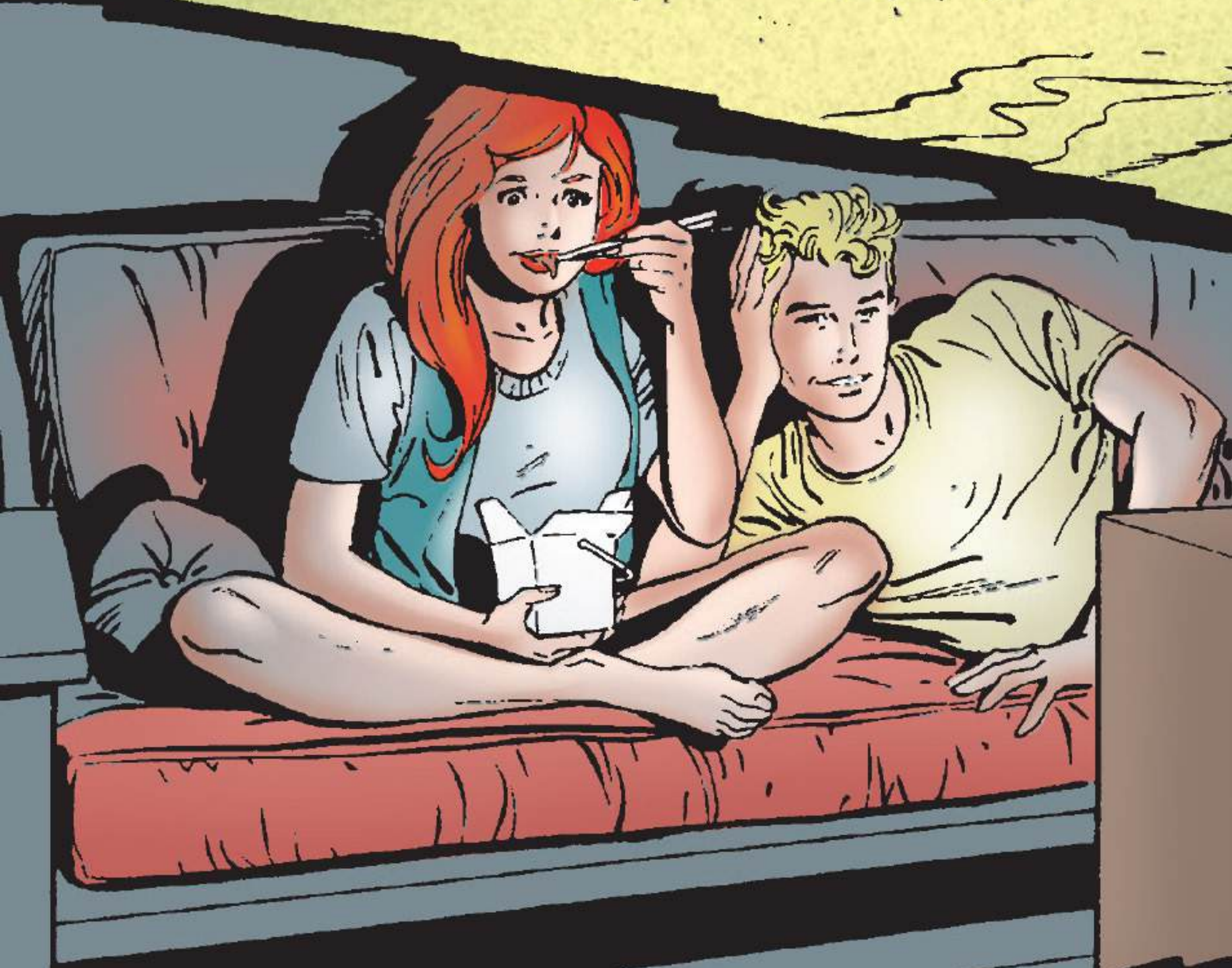
AND IN THAT MOMENT -- HE BELIEVED. IN THAT MOMENT--OUR LOVE WAS REBORN.

THE WORDS HE WHISPERED IN MY EAR AS HE HELD ME CLOSE ARE WRITTEN ON MY HEART FOREVER. I'VE NEVER BEEN LOVED SO DEEPLY--OR SO WELL.

ALL MY LONELINESS... ALL THE PAIN AND FEAR OF THE MONTHS WE'D BEEN APART... MELTED AWAY IN THAT MOMENT. TWO LONELY HEARTS BECAME ONE...



...AND LIFE WAS NEW AGAIN.



THERE WERE MYSTERIES TO BE SOLVED, FOR SURE: IF NOT BEN, WHO DID WRITE TO ME AND BRING ME TO NEW YORK? (BEN HAD HIS THEORIES, AND SO DID I, BUT WE WERE BOTH RELUCTANT TO DISCUSS THEM.) AND OF COURSE THERE WAS THE GREATEST MYSTERY OF ALL: THE MYSTERY OF MY SUPPOSED DEATH.

ALL THIS TIME HE THOUGHT I WAS GONE. ALL THIS TIME HE'D BEEN HAUNTED BY MY "GHOST."

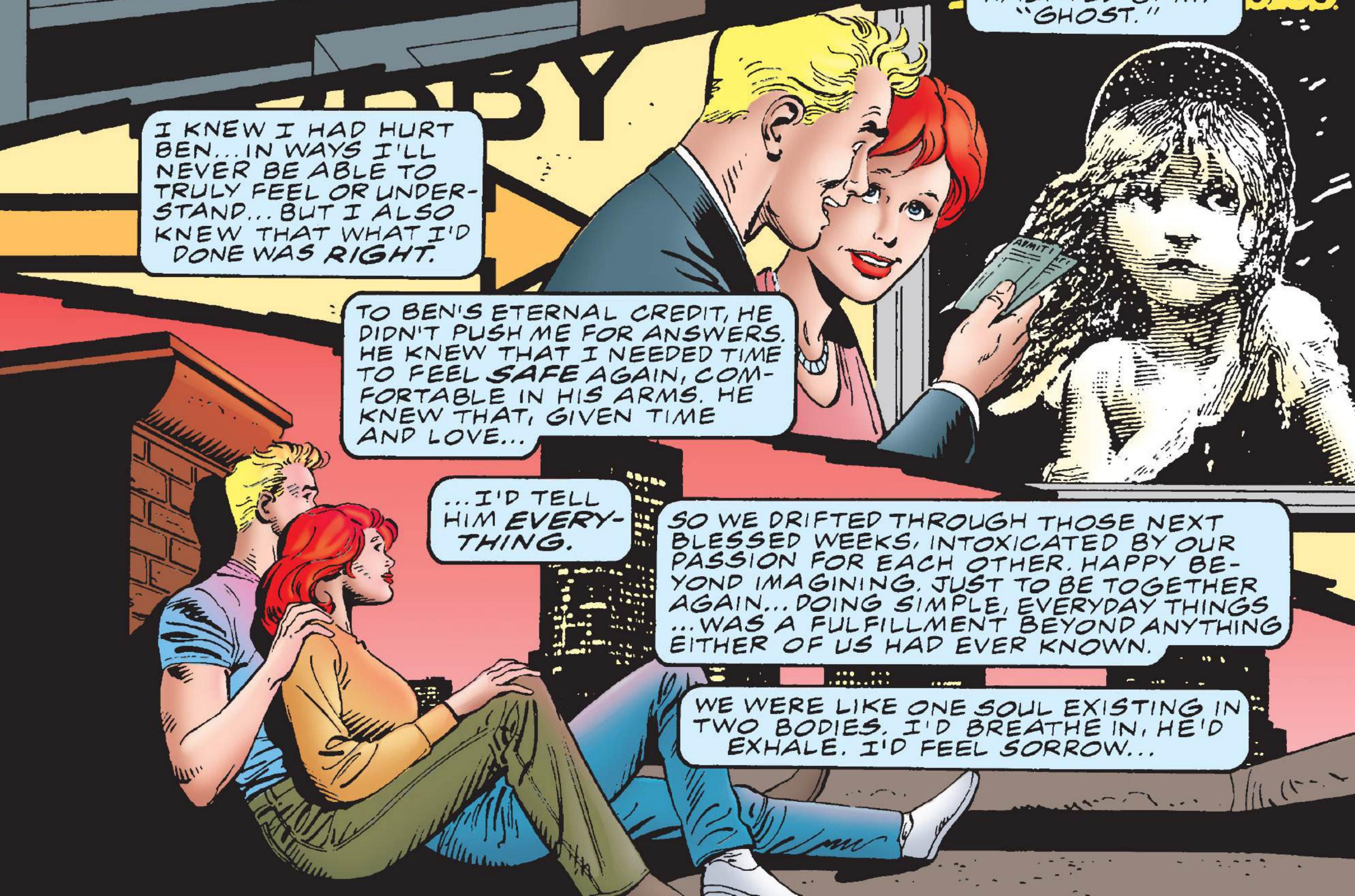
I KNEW I HAD HURT BEN... IN WAYS I'LL NEVER BE ABLE TO TRULY FEEL OR UNDERSTAND... BUT I ALSO KNEW THAT WHAT I'D DONE WAS RIGHT.

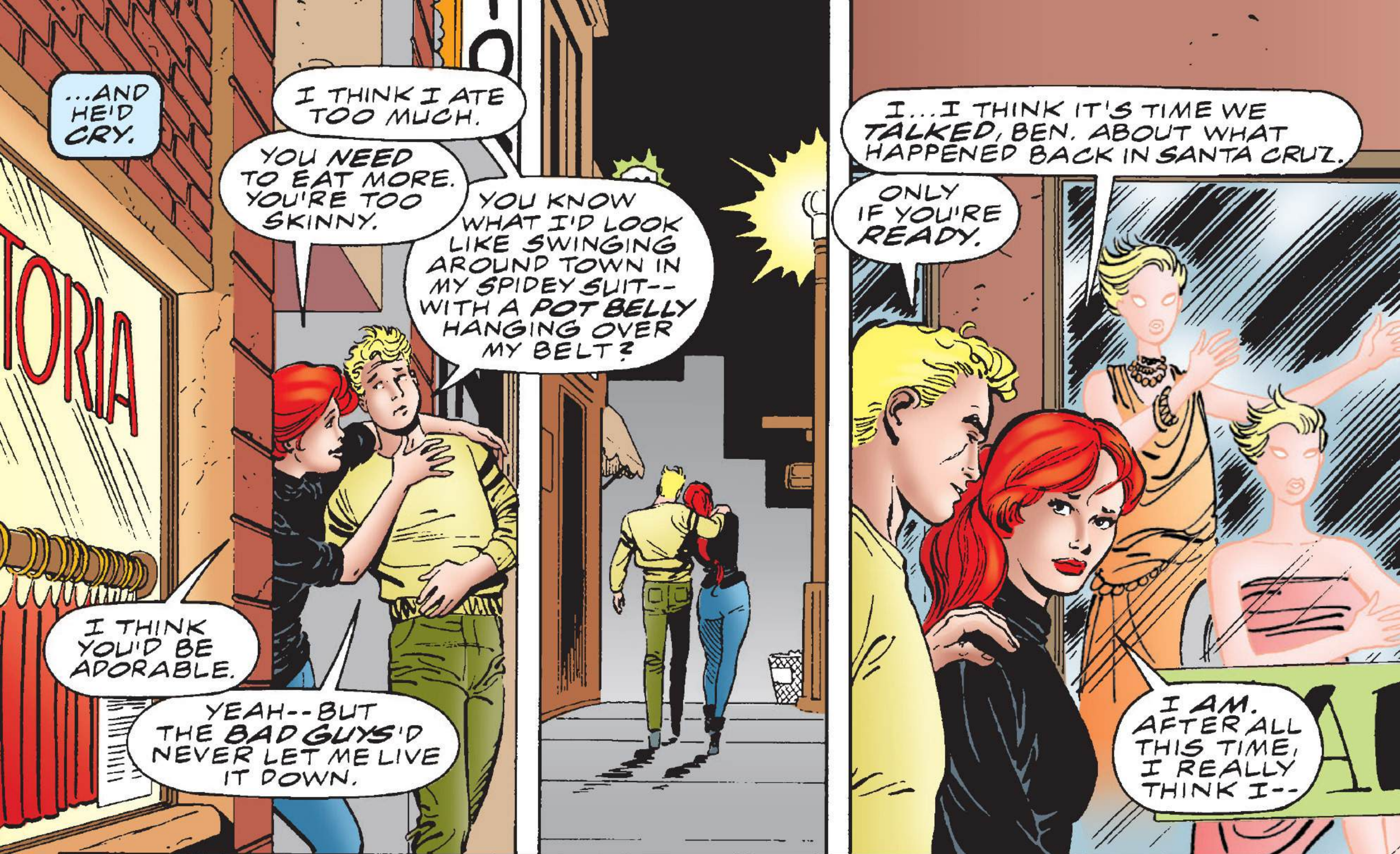
TO BEN'S ETERNAL CREDIT, HE DIDN'T PUSH ME FOR ANSWERS. HE KNEW THAT I NEEDED TIME TO FEEL SAFE AGAIN, COMFORTABLE IN HIS ARMS. HE KNEW THAT, GIVEN TIME AND LOVE...

...I'D TELL HIM EVERYTHING.

SO WE DRIFTED THROUGH THOSE NEXT BLESSED WEEKS, INTOXICATED BY OUR PASSION FOR EACH OTHER. HAPPY BEYOND IMAGINING. JUST TO BE TOGETHER AGAIN... DOING SIMPLE, EVERYDAY THINGS ... WAS A FULFILLMENT BEYOND ANYTHING EITHER OF US HAD EVER KNOWN.

WE WERE LIKE ONE SOUL EXISTING IN TWO BODIES. I'D BREATHE IN, HE'D EXHALE. I'D FEEL SORROW...





If I'd been thinking, I would have switched into my Spider-suit. But I WASN'T thinking, I WAS FEELING:

Blind rage.

If Kaine wanted to play mind games with ME, it was one thing. But not Janine.

Her life had been a nightmare since she was a little girl-- living with a father whose UNSPEAKABLE ABUSES finally became too much to bear.

She killed him ... God forgive her, she killed her own FATHER... and had been running from the law ever since.

My sweet Janine-- who'd known too little love...

...and too much fear.

GO AHEAD, REILLY--ASK ME!

ASK ME WHY!

CHANNINGASH!

WHY DID I WRITE THE LETTER? WHY DID I LURE HER HERE?

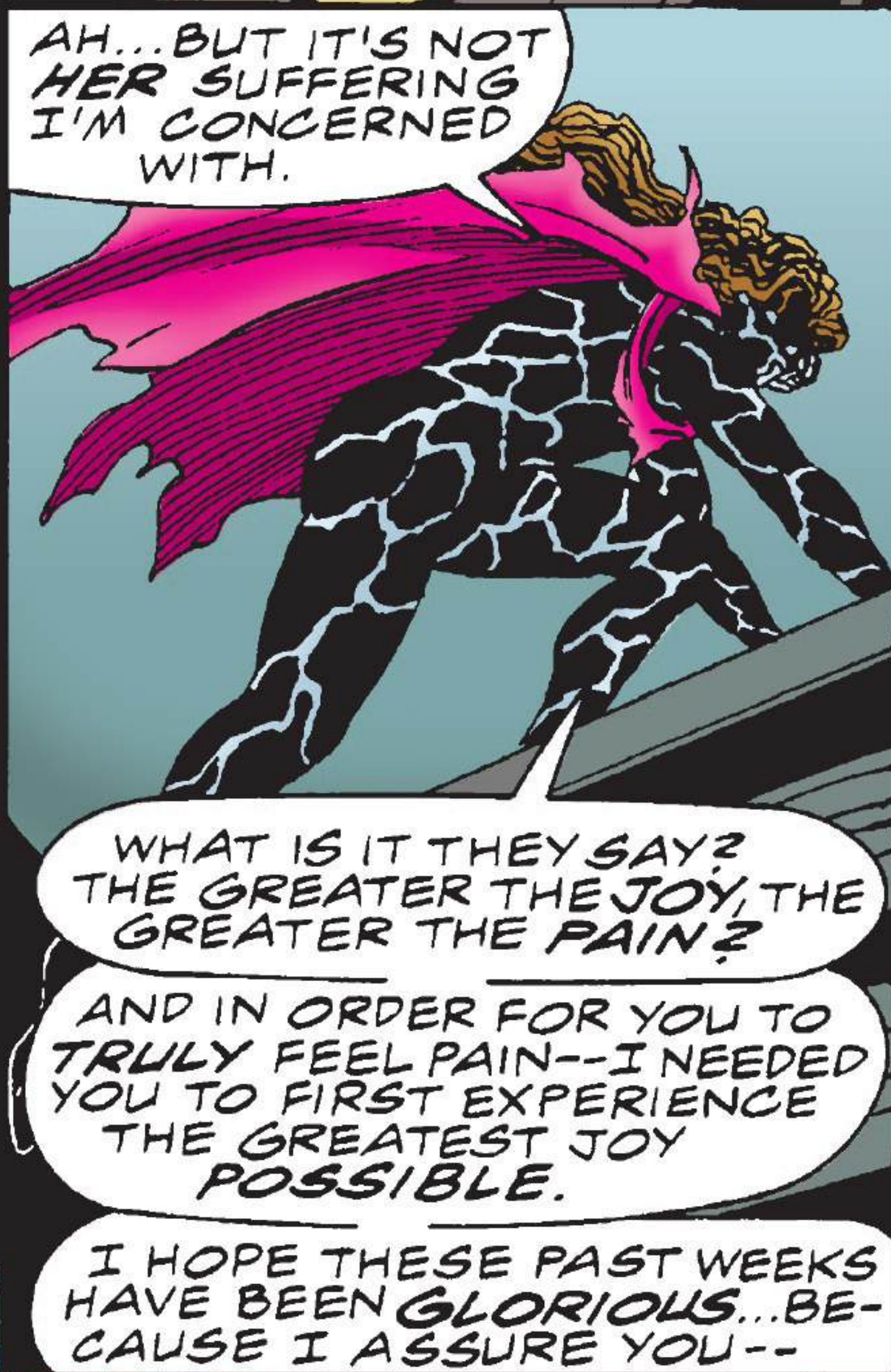
I DON'T CARE WHAT SICK REASONS YOU HAD! I JUST WANT YOU TO LET HER GO!

SHE'S SUFFERED ENOUGH, KAINE! YOU, OF ALL PEOPLE, SHOULD UNDERSTAND THAT!

KEEESH!



SHE'S SUFFERED ENOUGH!



AH...BUT IT'S NOT HER SUFFERING I'M CONCERNED WITH.

WHAT IS IT THEY SAY? THE GREATER THE JOY, THE GREATER THE PAIN?

AND IN ORDER FOR YOU TO TRULY FEEL PAIN--I NEEDED YOU TO FIRST EXPERIENCE THE GREATEST JOY POSSIBLE.

I HOPE THESE PAST WEEKS HAVE BEEN GLORIOUS...BECAUSE I ASSURE YOU--

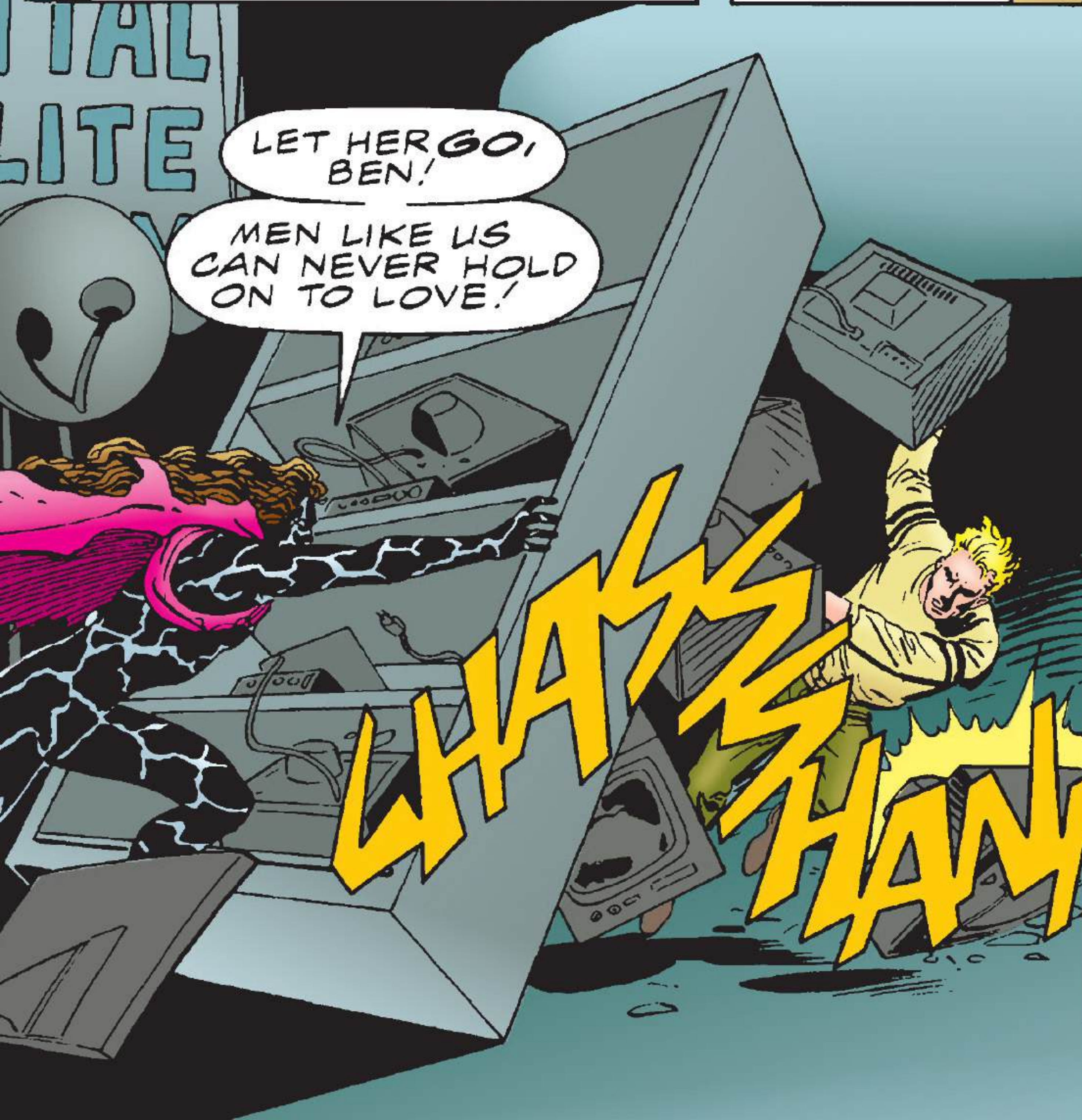


--IT'S THE LAST JOY YOU'LL EVER KNOW!

WHERE IS SHE, YOU ANIMAL?



WHERE IS SHE?!



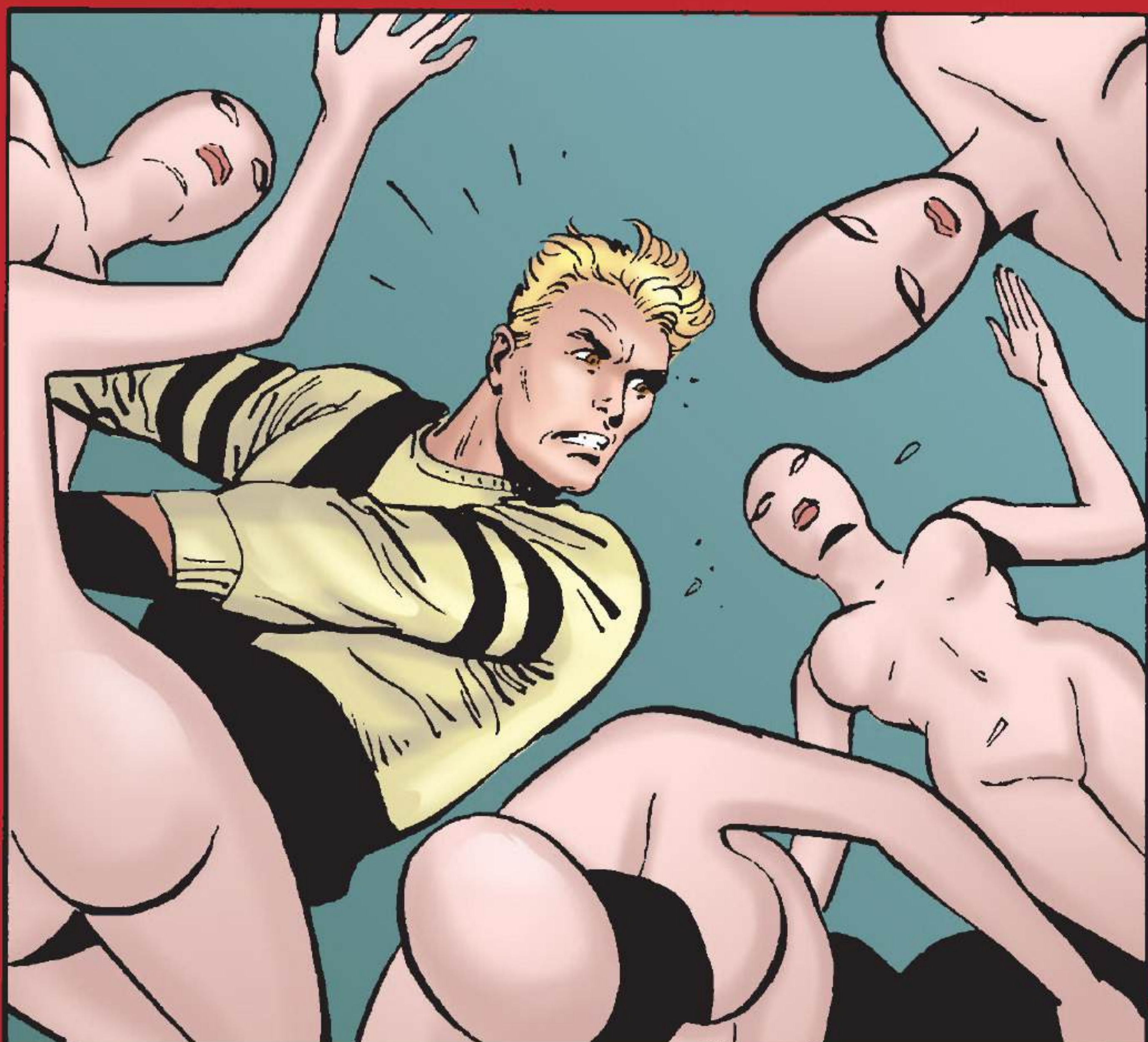
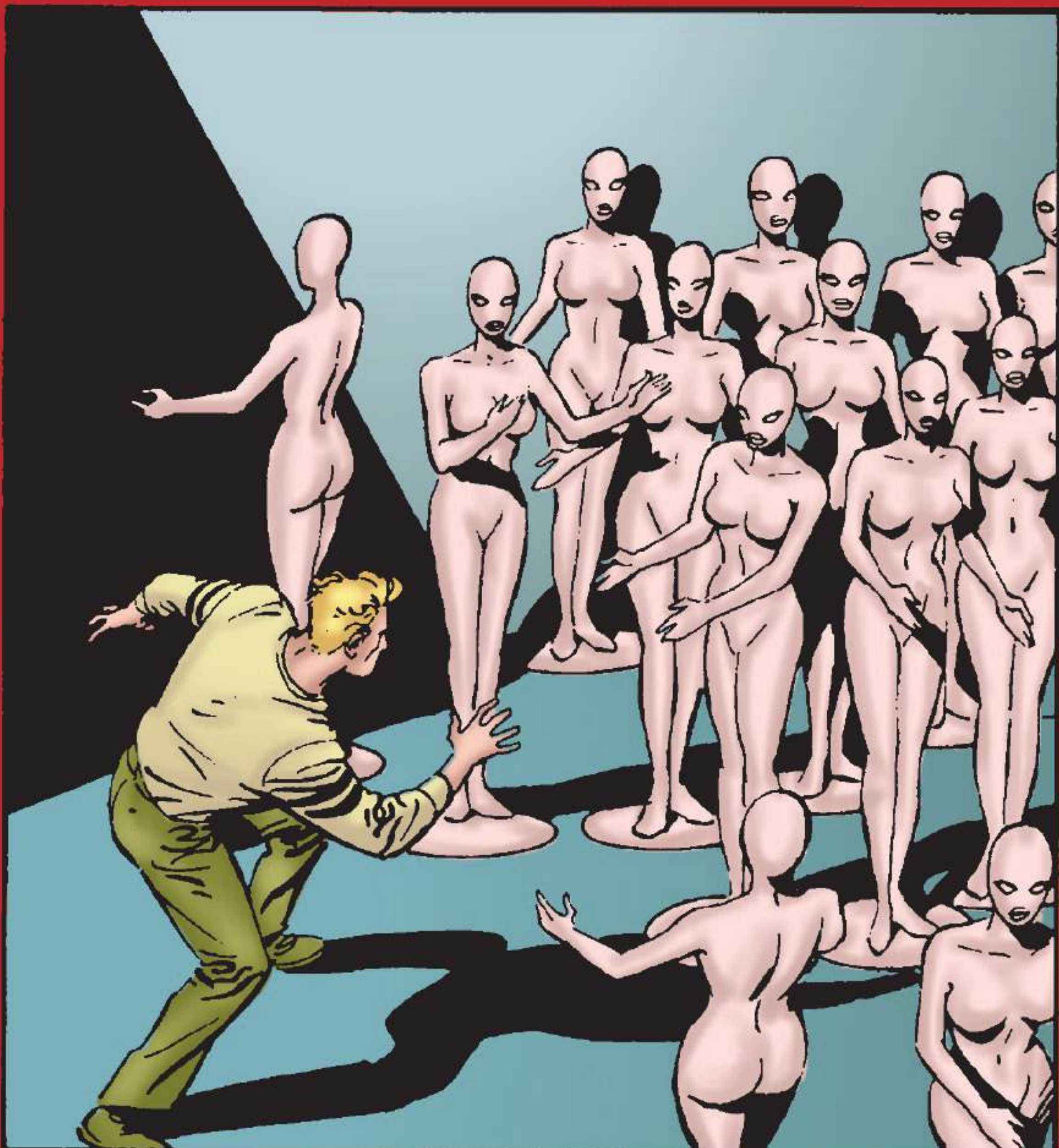
LET HER GO, BEN!

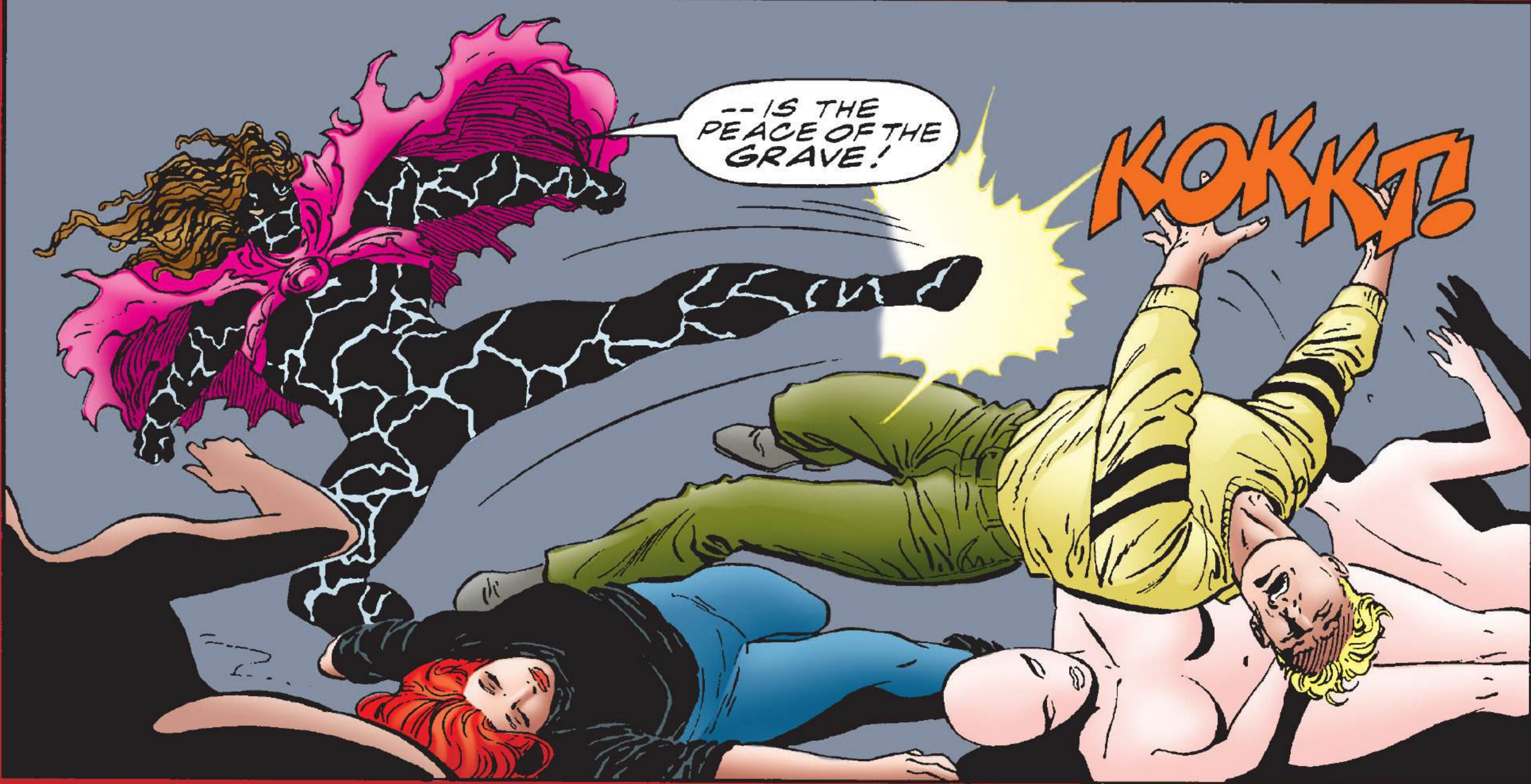
MEN LIKE US CAN NEVER HOLD ON TO LOVE!



WE WERE BORN TO MISERY--DON'T YOU REALIZE THAT?

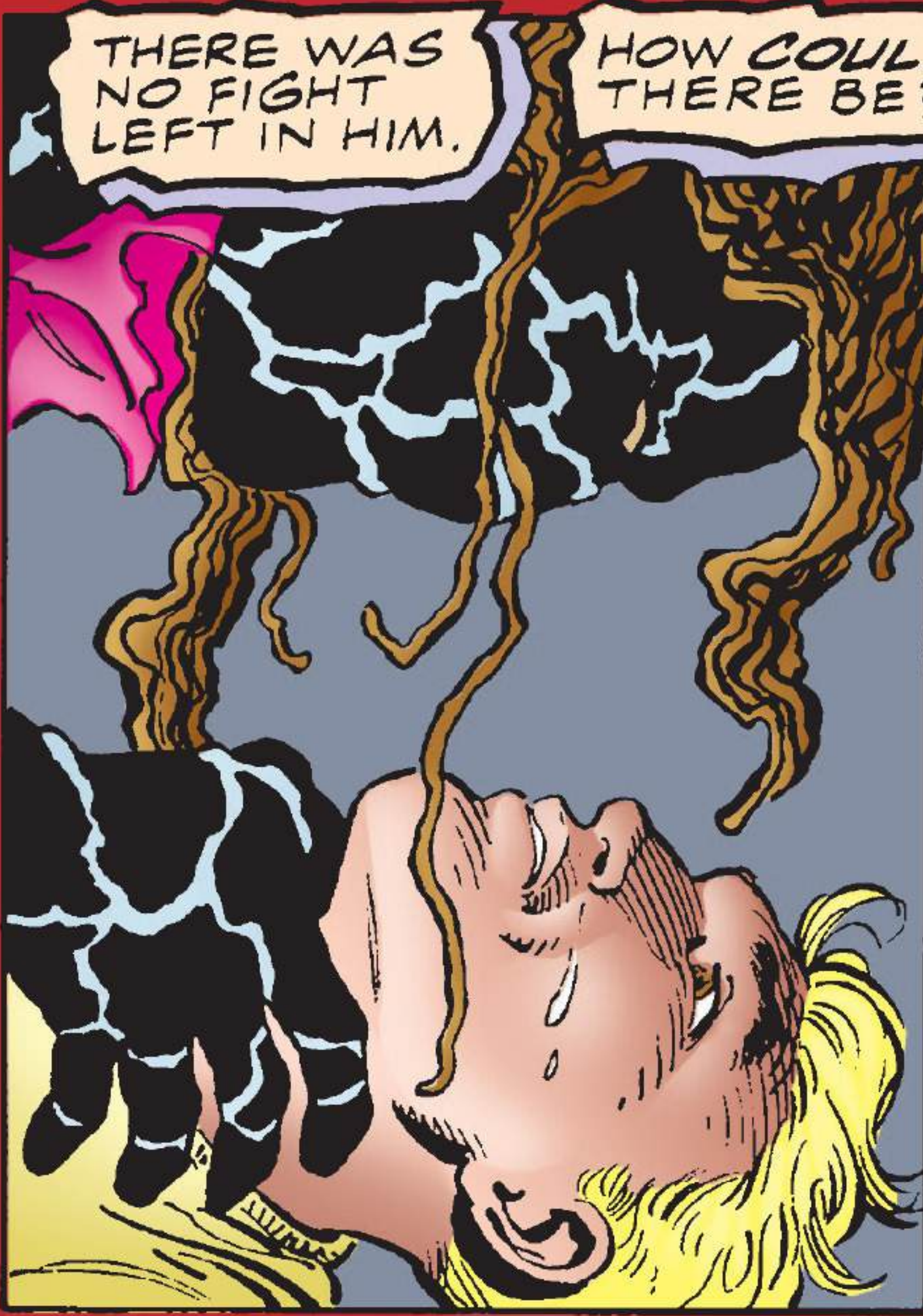
THE ONLY PEACE WE CAN EVER KNOW--





-- IS THE
PEACE OF THE
GRAVE!

KOKKT!



THERE WAS
NO FIGHT
LEFT IN HIM.

HOW COULD
THERE BE?



HIS BELOVED
JANINE WAS DEAD
ON THE FLOOR,
NECK BROKEN...

...REILLY'S WORLD
BROKEN WITH HER:
SHATTERED INTO A
THOUSAND JAGGED
FRAGMENTS.



NO FIGHT
LEFT, NO
RESISTANCE.

ONLY THE
DARK-
NESS...

...WHERE
WE BOTH
BELONGED.

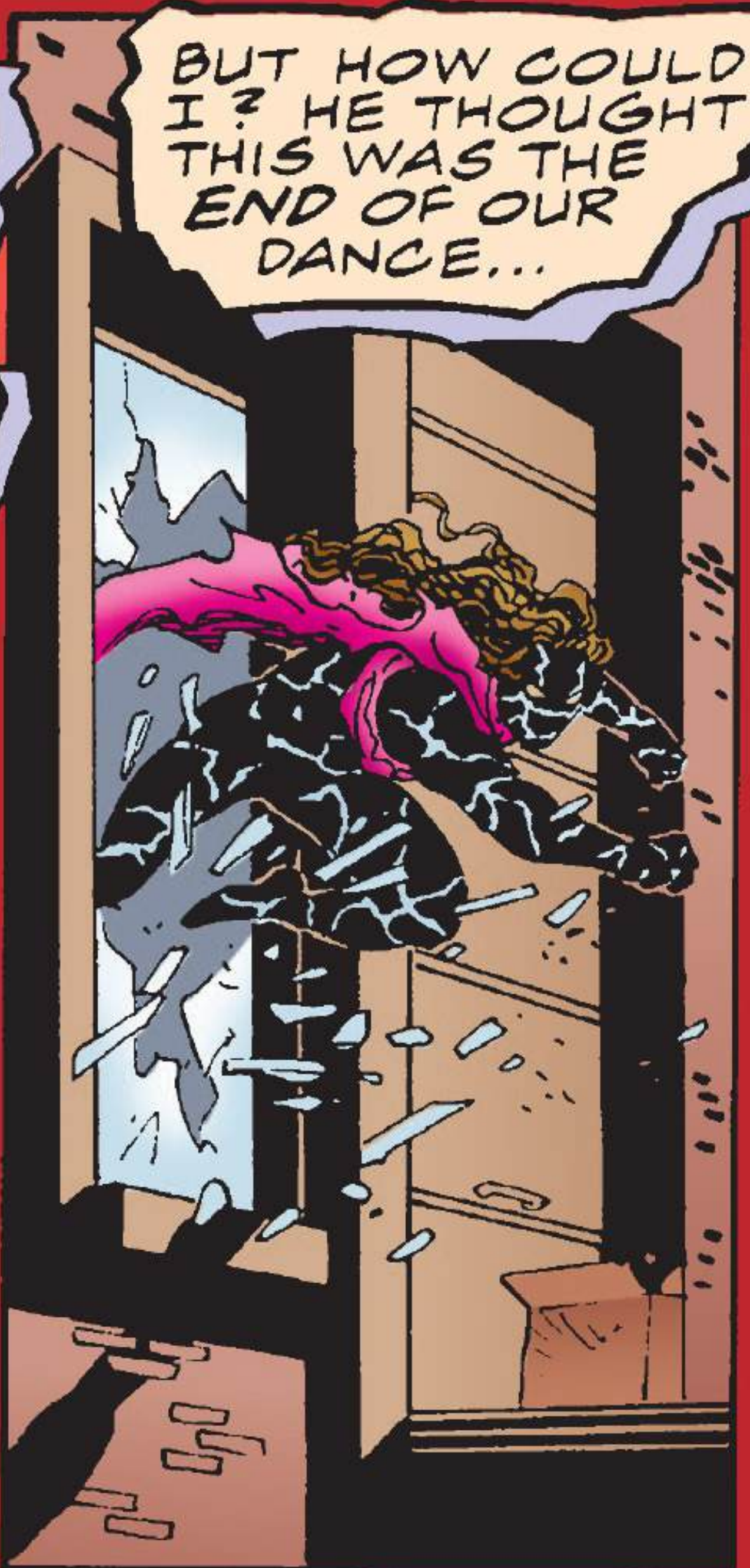
CHUD!

SKUFT!



SUCH AGONY ON
REILLY'S FACE, SUCH
HORROR. A PART OF
ME WANTED TO WIPE
AWAY HIS TEARS...

...CLASP HIM TO MY
BREAST AND BEG HIM
TO FORGIVE ME.



BUT HOW COULD
I? HE THOUGHT
THIS WAS THE
END OF OUR
DANCE...



...WHILE I KNEW...

...THAT HIS SUFFERING
HAD ONLY BEGUN.



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SPIDER-MAN: REDEMPTION

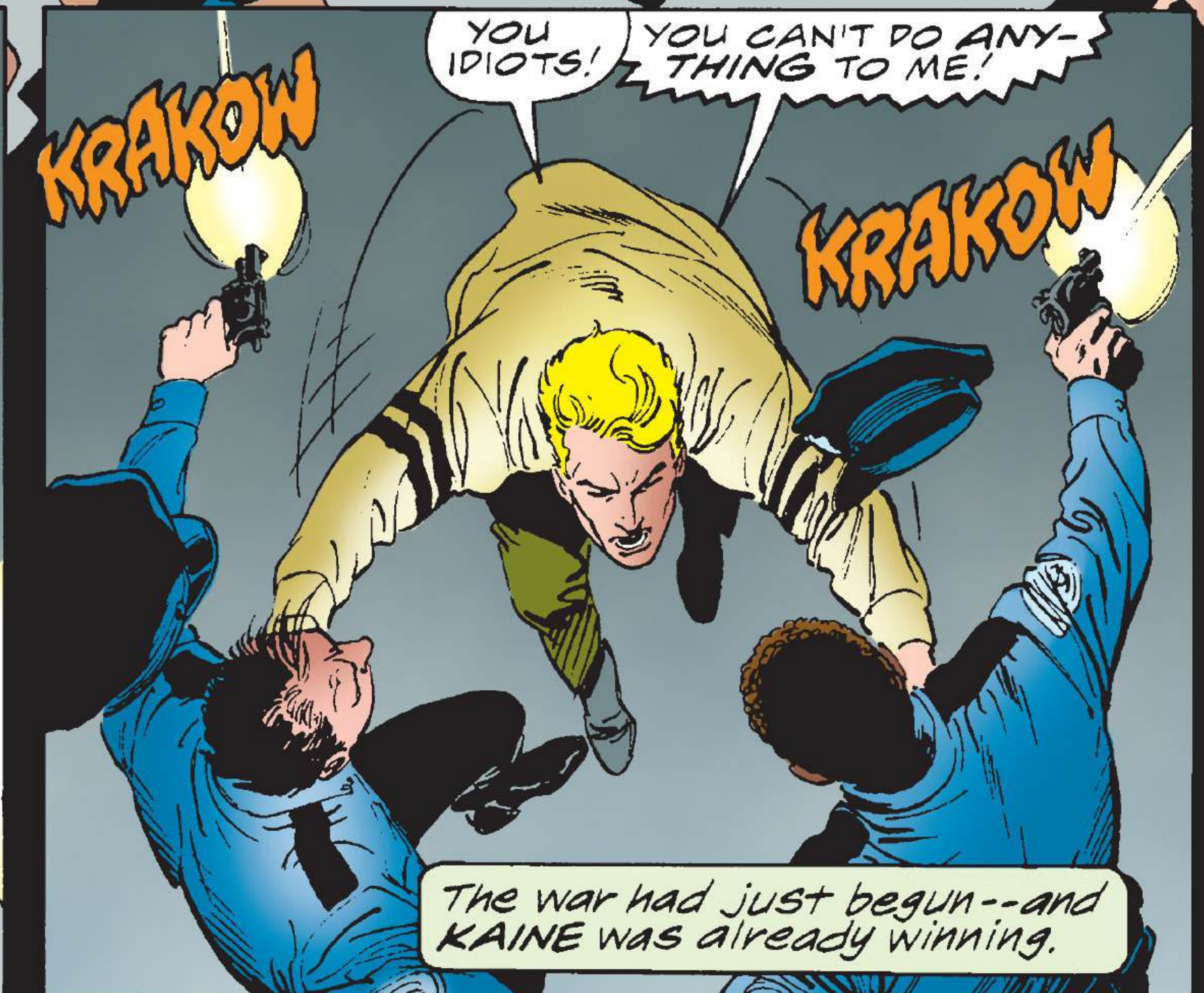
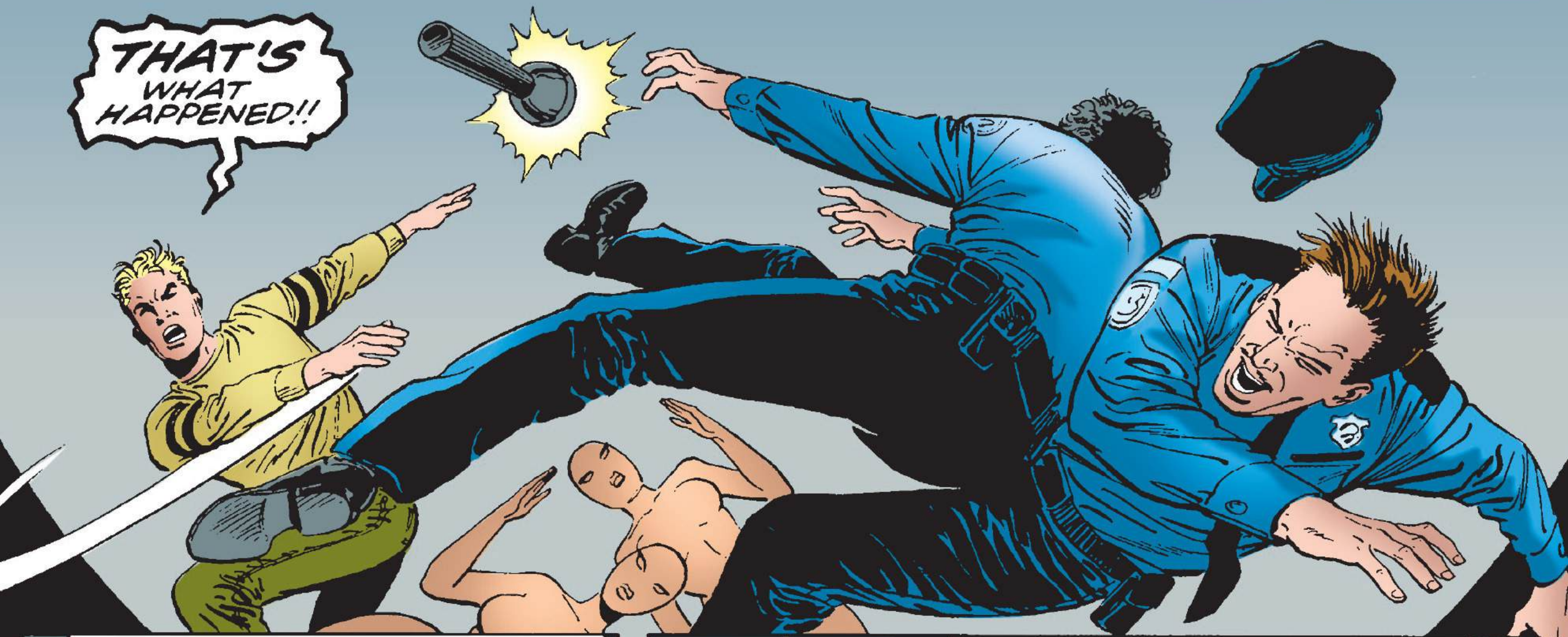
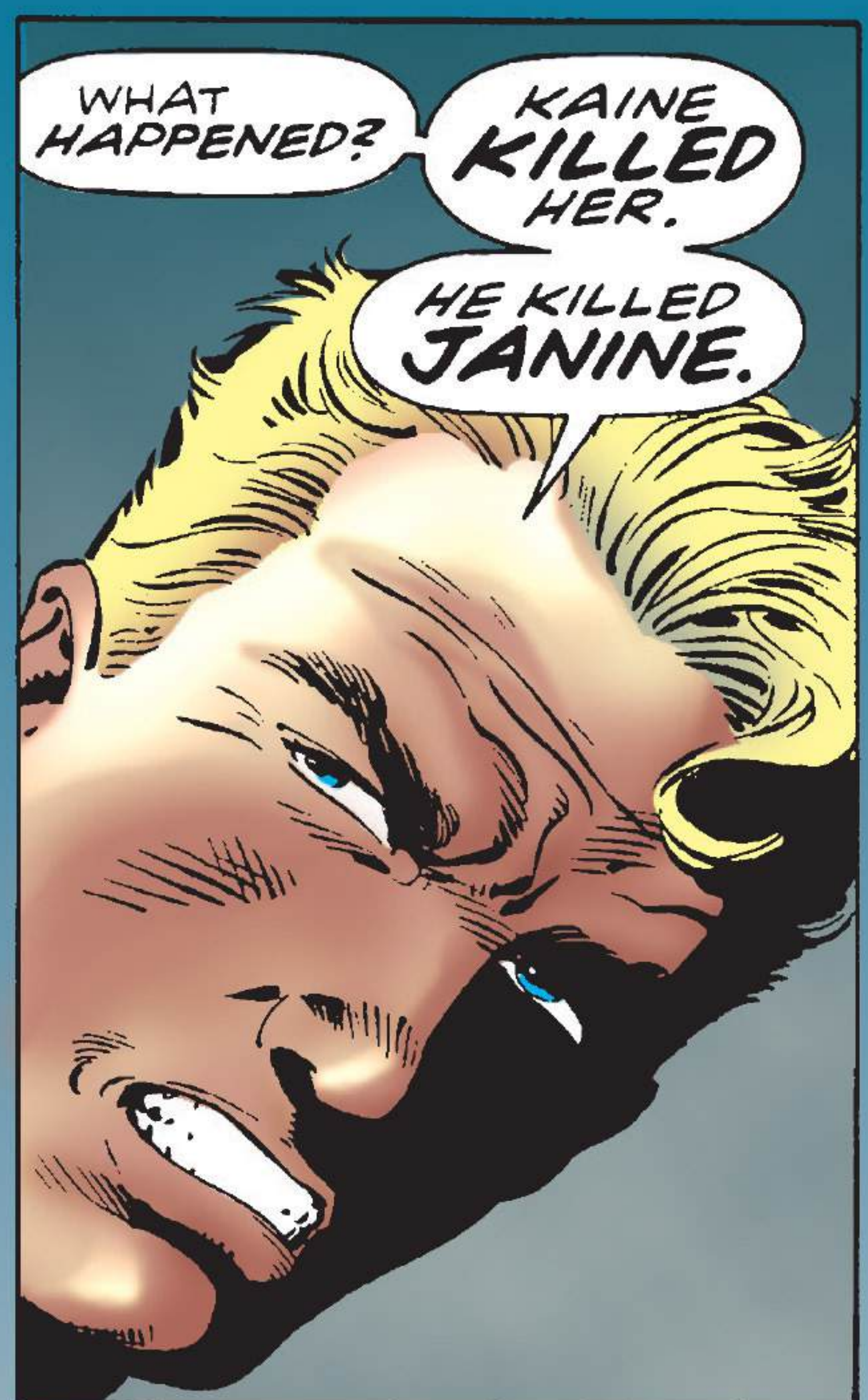
by J.M. DEMATTEIS,
MIKE ZECK, &
BOB MCLEOD

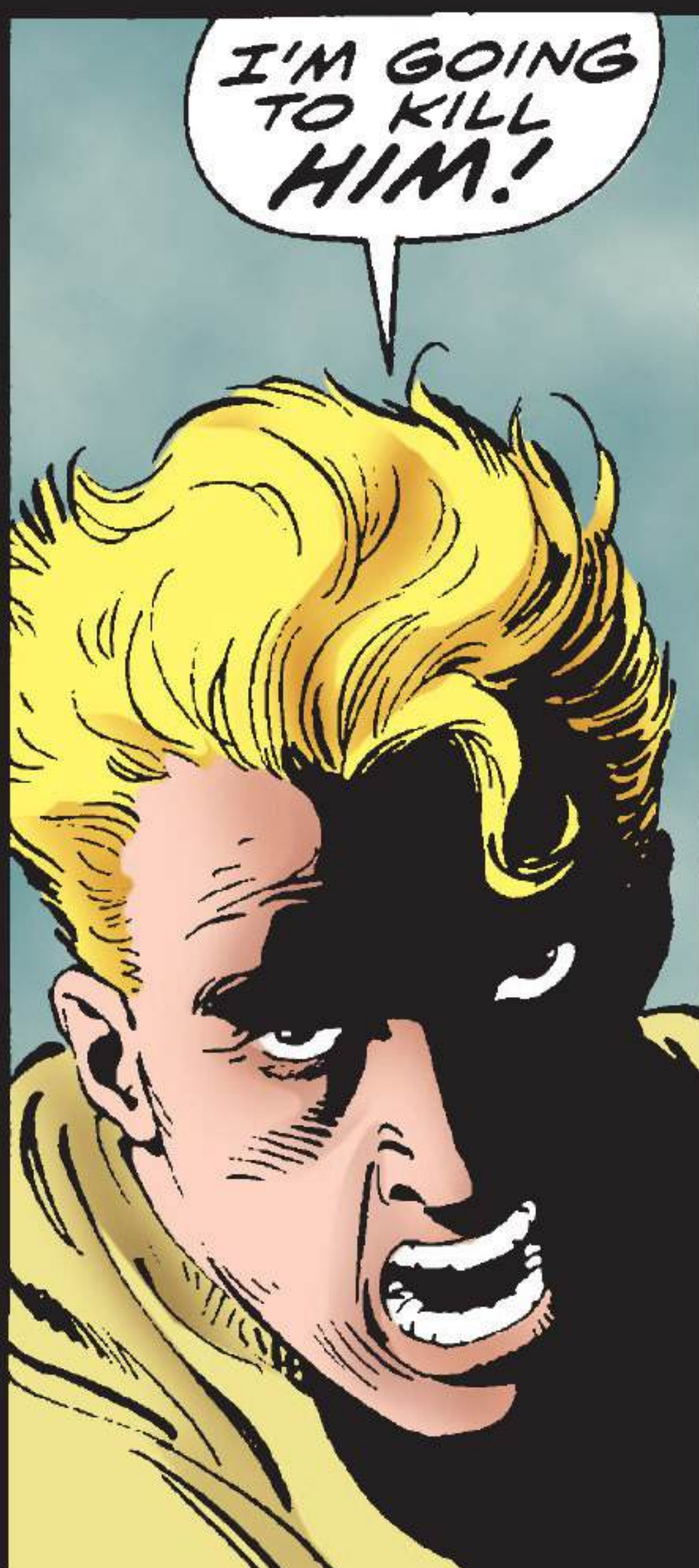


CHAPTER TWO:

WAR GAMES

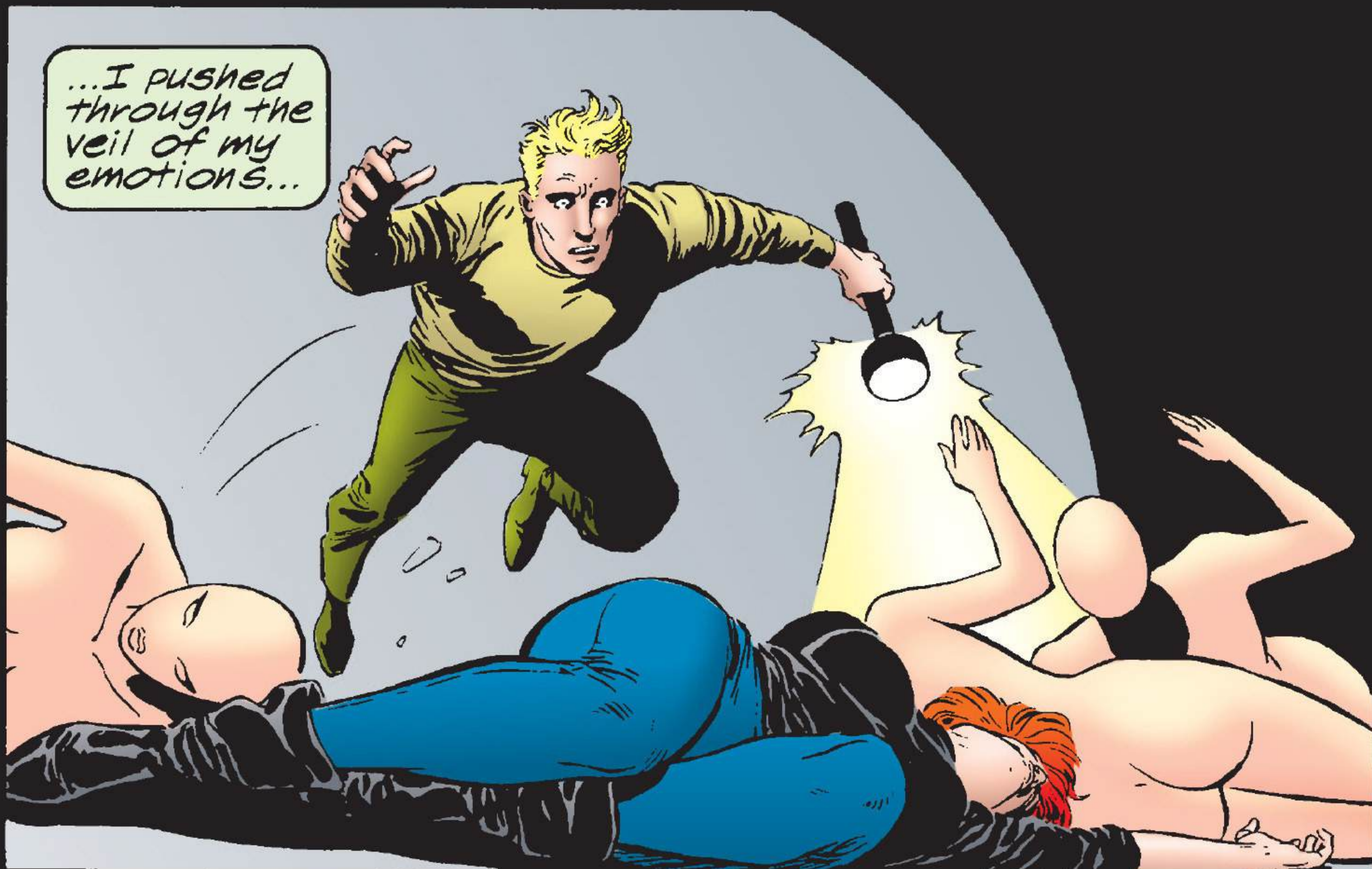
JIM NOVAK, LETTERER * CHRISTIE SCHEELE, COLORIST
GLENN GREENBERG, ASSISTANT EDITOR * TOM BREVOORT, EDITOR
BOB HARRAS, EDITOR IN CHIEF







And in that moment of calm and clarity...



...I pushed through the veil of my emotions...



...and saw the truth.



It wasn't Janine at all. Just some kind of... **CONSTRUCT.**



Sophisticated enough to fool me in the darkness, in the confusion of battle...



...but as much a mannequin as the others sprawled across that storage room floor. As much a mannequin...



THIS THING
AIN'T REAL. IT
AIN'T EVEN
ALIVE.

WOULD
SOMEBODY
MIND TELLIN'
ME--

MEET
WOMAN
IN THE
MIRROR

--WHAT
THE HELL
IS GOIN'
ON HERE?



...as Kaine
HIMSELF.



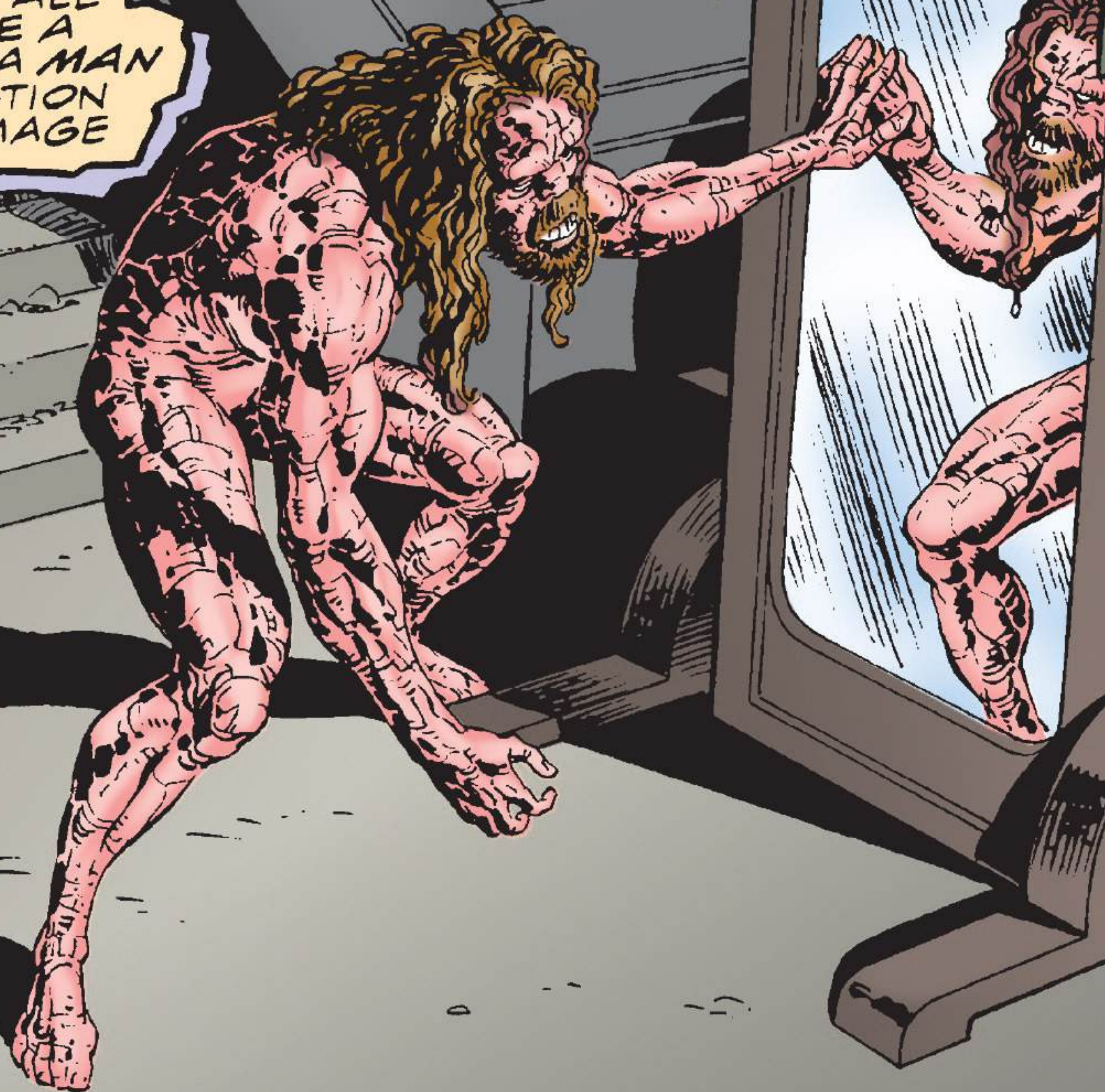
I LOOKED
INTO THE
FACE OF THE
TRUTH...

...AND SHUDDERED.

FOR ALL THE YEARS, FOR ALL
THE STRUGGLES TO MAKE A
LIFE FOR MYSELF, TO BE A MAN
--I WAS JUST A REFLECTION
IN A GLASS. A MIRROR IMAGE
OF BEN REILLY.

A DISTORTED
IMAGE, AT THAT.

I WAS REILLY'S CLONE...
A FAILED CLONE...
SLOWLY DETERIORATING.
CELLS EXPLODING,
FLESH MELTING, EVERY
SECOND OF EVERY HOUR
OF EVERY DAY.



NO MAN COULD EVER COMPREHEND THE
PAIN I LIVED WITH... THE EXTRAORDINARY
SUFFERING MY CELLULAR DETERIORATION
CAUSED ME. NO MAN COULD
COMPREHEND IT...

BUT ONE MAN
WOULD.



REILLY.

FOR A MOMENT, I TRULY
SAW HIM THERE IN THE
GLASS. FOR A MOMENT
I FELT, NOT LOATHING--
BUT TENDERNESS.



WASN'T HE MY BROTHER,
AFTER ALL: AS MUCH A
REFLECTION OF ME AS
I WAS OF HIM?

WE WERE SIAMESE TWINS, REILLY AND I: JOINED AT THE SOUL.

WE'D HAVE OUR UNION, I DECIDED -- A FINAL, ENDURING UNION. WE'D HAVE IT SOON.

BUT NOT BEFORE WE DANCED ONE LAST DANCE. NOT BEFORE REILLY UNDERSTOOD, TO THE BOTTOM OF HIS CELLS, WHAT IT MEANT TO BE KAINE.

WOULDN'T WE BOTH BE BETTER SERVED BY A COMING TOGETHER -- NOT A RENDING APART?

I SLIPPED ON THE SUIT-- THE ONE DESIGNED TO SLOW MY PHYSICAL DEGENERATION-- AND STRODE THROUGH THE HAUNTED TOMB THAT WAS PROFESSOR WARREN'S LABORATORY.

IT WAS THERE THAT MY FATHER BIRTHED ME, LIKE FRANKENSTEIN BIRTHING THE MONSTER. IT WAS THERE THAT HE REJECTED ME. SHAMED AND HUMILIATED ME.

AND IT WAS THERE...

...THAT I WOULD DIE.

SKRAKKK

BUT NOT ALONE.

NOT ALONE.

HELLO, JANINE.

I WAS AFRAID. I WON'T LIE AND SAY I WASN'T.

KLIK

BUT I LEARNED, WHEN I WAS STILL A LITTLE GIRL, THAT IT'S HOW WE FACE OUR FEAR THAT MATTERS.

DON'T WORRY. HAVE I EVER HURT YOU-- IN ALL THE YEARS WE'VE KNOWN EACH OTHER?

I TOLD YOU BEFORE-- YOU'RE JUST THE BAIT. YOU'RE JUST--!

YOU REMIND ME SO MUCH OF HER, DO YOU KNOW THAT?

SO MUCH.

KAINE WAS NO DIFFERENT FROM THE MONSTER I GREW UP WITH. THE FATHER WHOSE ABUSE NEARLY DESTROYED ME.

BUT IT DIDN'T DESTROY ME.

I LEARNED TO FACE MY FEAR. TO FACE HIM. AND THAT NIGHT WHEN I PULLED THE TRIGGER, WHEN I KILLED HIM...

WHY DO YOU PULL AWAY? WHY? AM I THAT REPULSIVE? THAT DISGUSTING?

ANSWER ME, WITCH -- BEFORE I --

FORGIVE ME, JANINE. I CAN'T BLAME YOU. REALLY I CAN'T.

THERE'S ONLY ONE WOMAN ON THIS EARTH WHO EVER LOVED ME--

-- AND THE PRICE SHE PAID FOR THAT LOVE--

-- WAS TERRIBLE INDEED.

...I KNEW THAT NO OTHER MONSTER-- NO OTHER MAN...

...WOULD
EVER HURT
ME AGAIN.

The message was
clear enough.

"Meet me in the womb":
The lab where the
Jackal **CLONED** Peter
Parker-- cloned **ME!**--
and created first
Kaine and then...the
OTHER one.

The lab where Warren tore my
life apart, shredded my
identity...turned Parker into
Reilly-- and sent me into
exile for five long years.

FIVE YEARS, my thoughts
bellowed, I **THOUGHT** I
WAS THE **FRAUD**, I WAS
THE **CLONE!** FIVE YEARS I--

For the second time that
night I struggled against a
wave of rage, a floodtide of
emotion. I had to **CONCEN-**
TRATE. Keep sharp. Keep in
CONTROL.

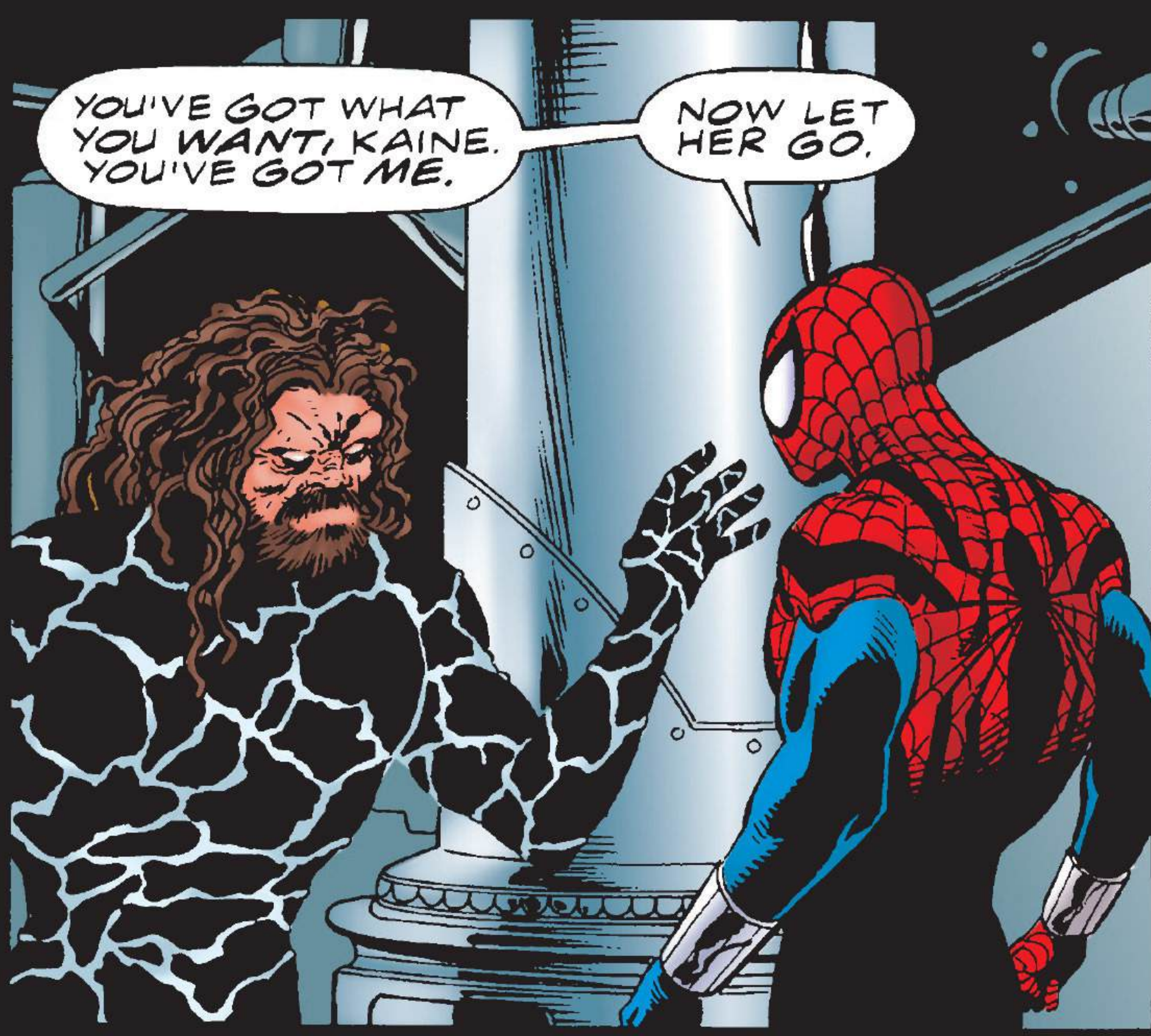
Janine needed
me...

...AND I WASN'T
GOING TO LET
HER DOWN.

WELCOME...
BROTHER.

WHERE **IS**
SHE?

SAFE--
--FOR
NOW.



YOU'VE GOT WHAT YOU WANT, KAINE. YOU'VE GOT ME.

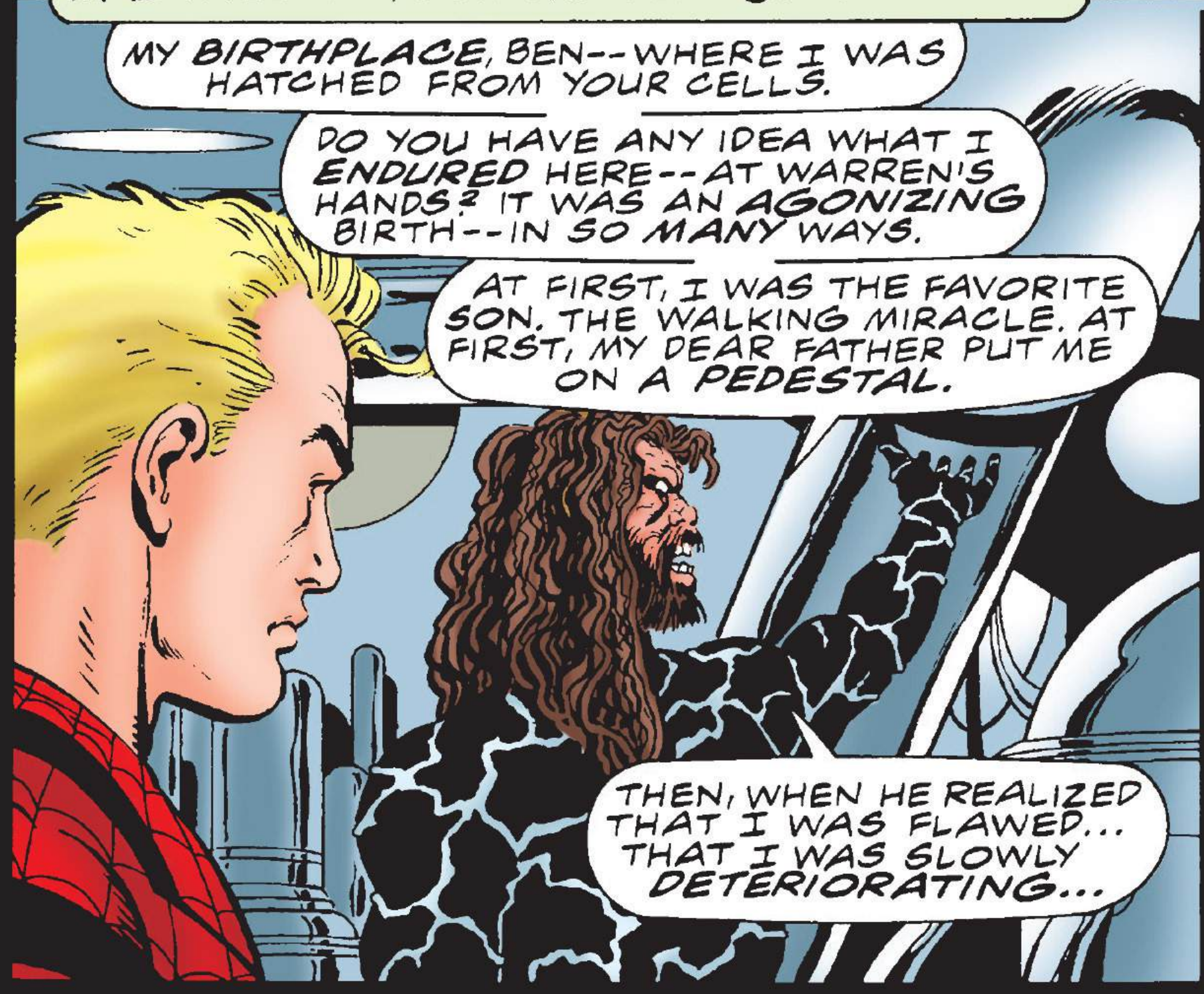
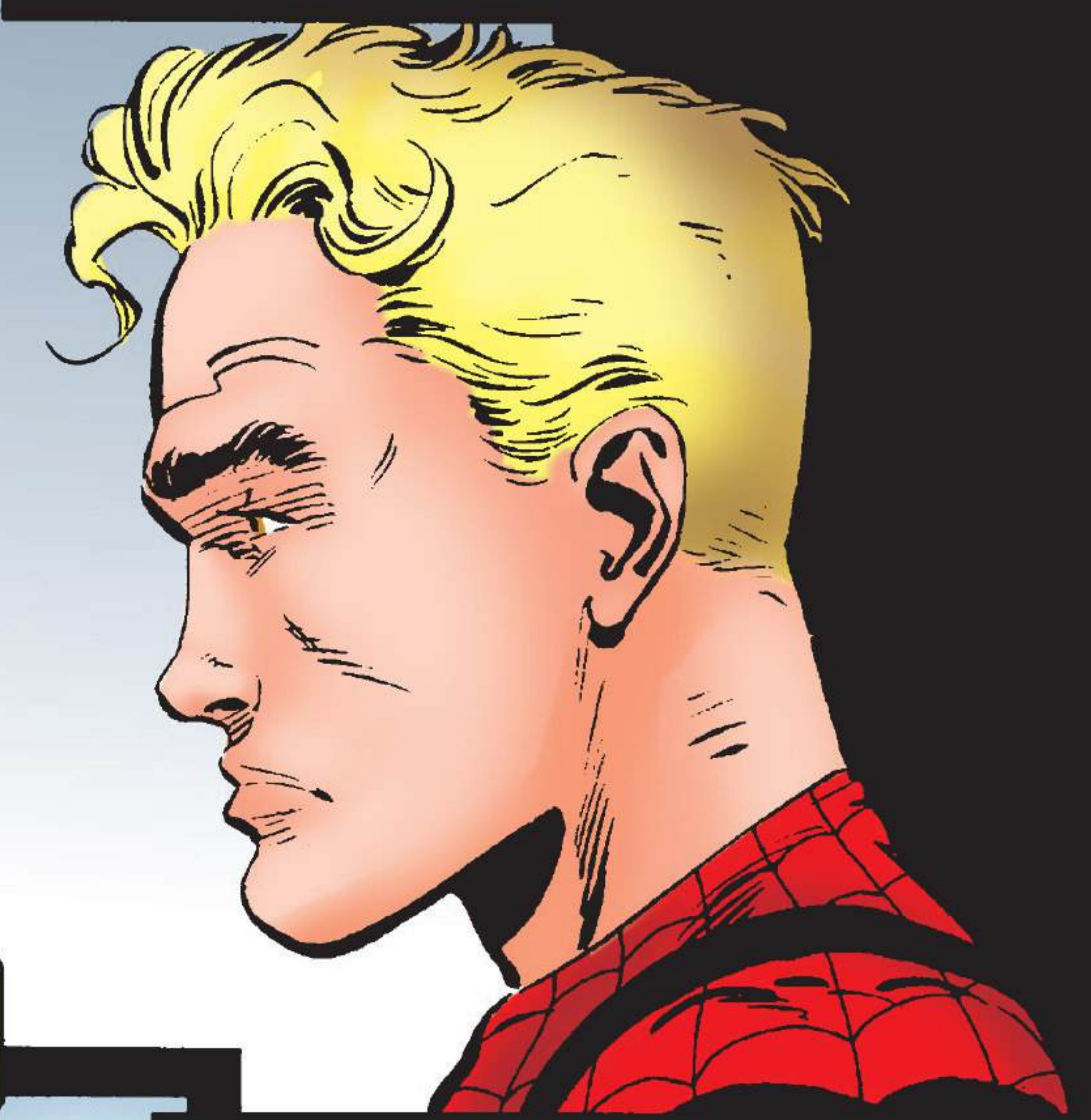
NOW LET HER GO.



I DON'T THINK SO.



I pushed the hate down--never expecting that **COMPASSION** would rise up to replace it. I tried to push **THAT** away, too...



MY **BIRTHPLACE**, BEN--WHERE I WAS HATCHED FROM YOUR CELLS.

DO YOU HAVE ANY IDEA WHAT I **ENDURED** HERE--AT WARREN'S HANDS? IT WAS AN **AGONIZING BIRTH**--IN SO MANY WAYS.

AT FIRST, I WAS THE FAVORITE SON. THE WALKING MIRACLE. AT FIRST, MY DEAR FATHER PUT ME ON A **PEDESTAL**.

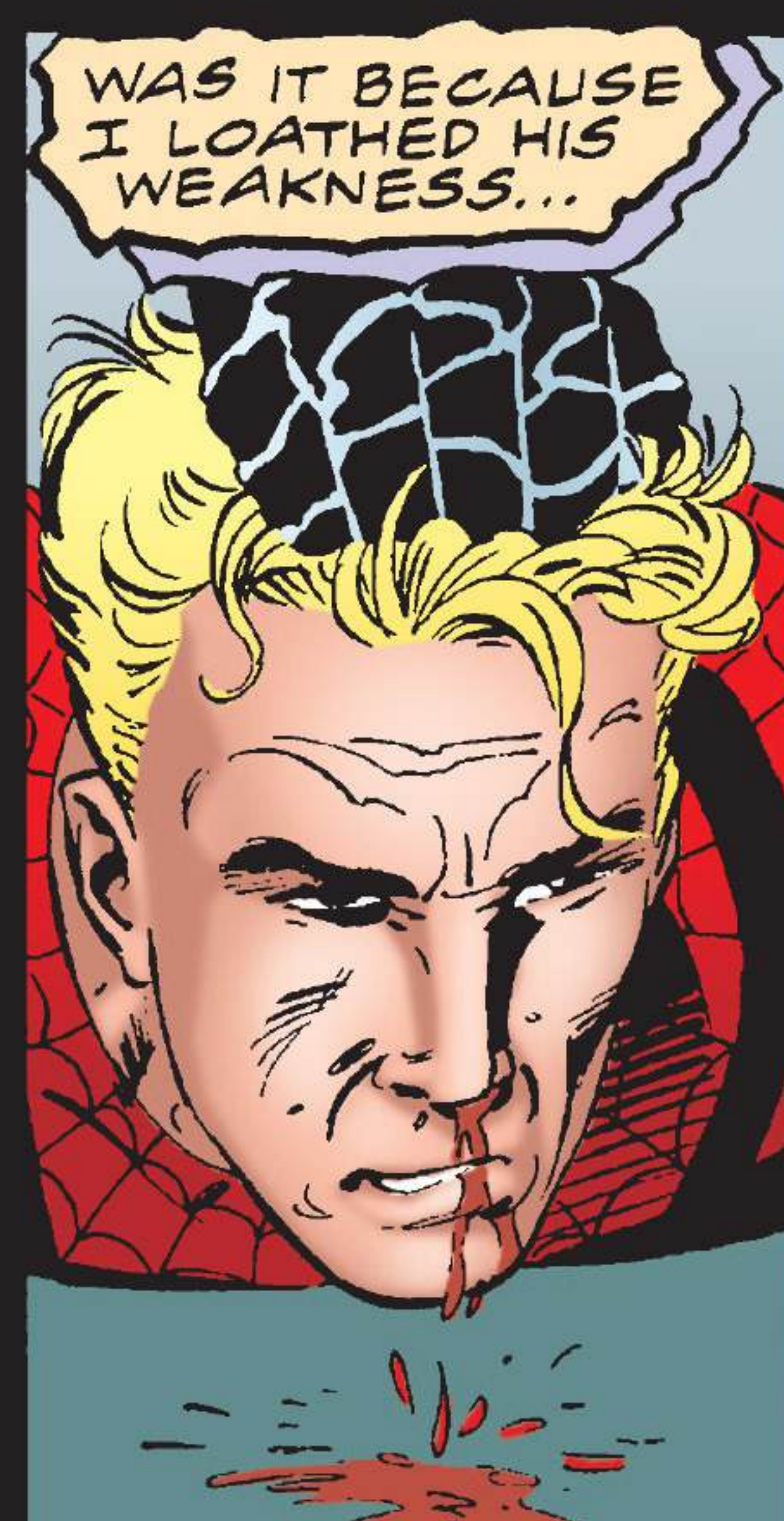
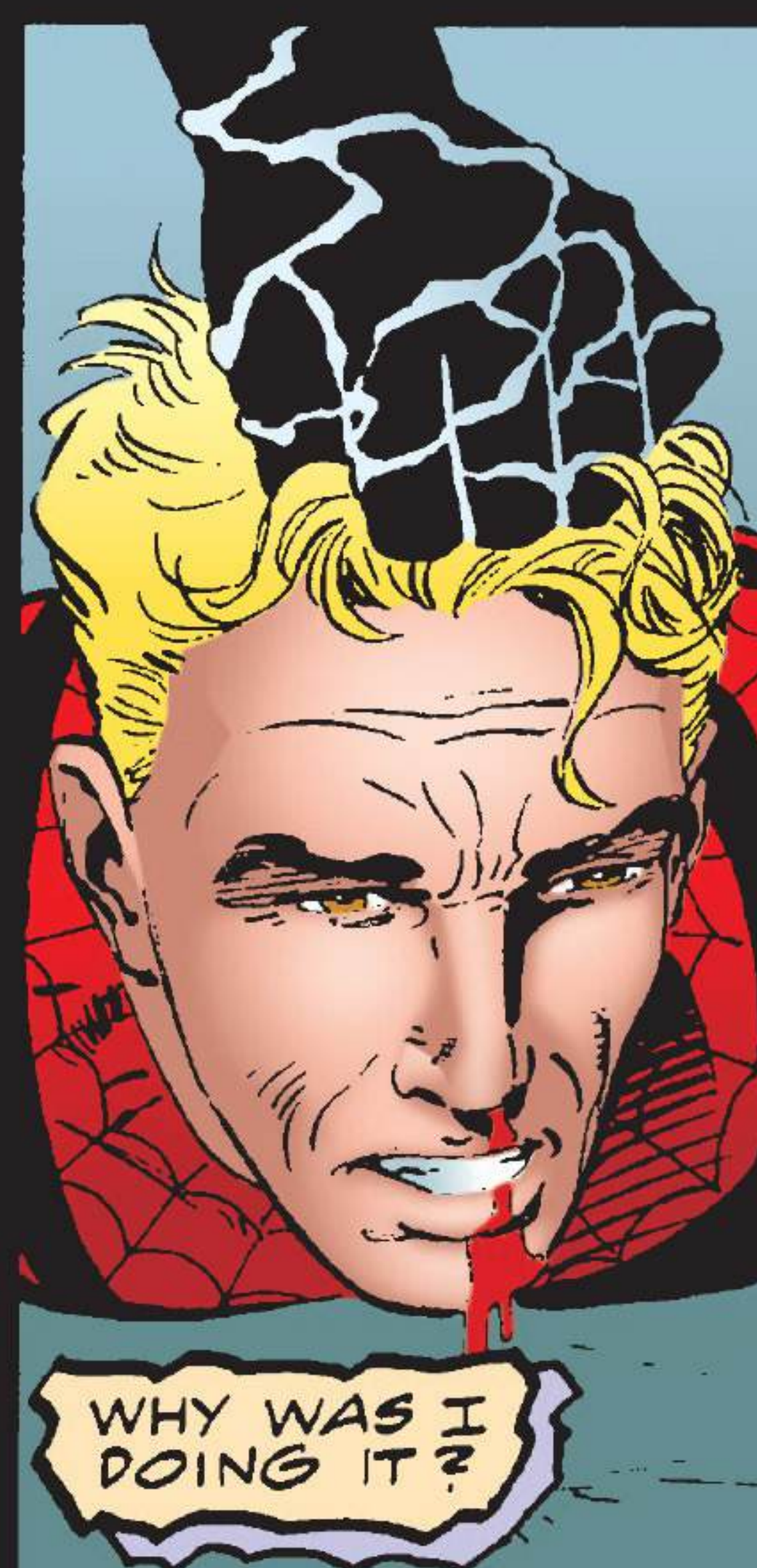
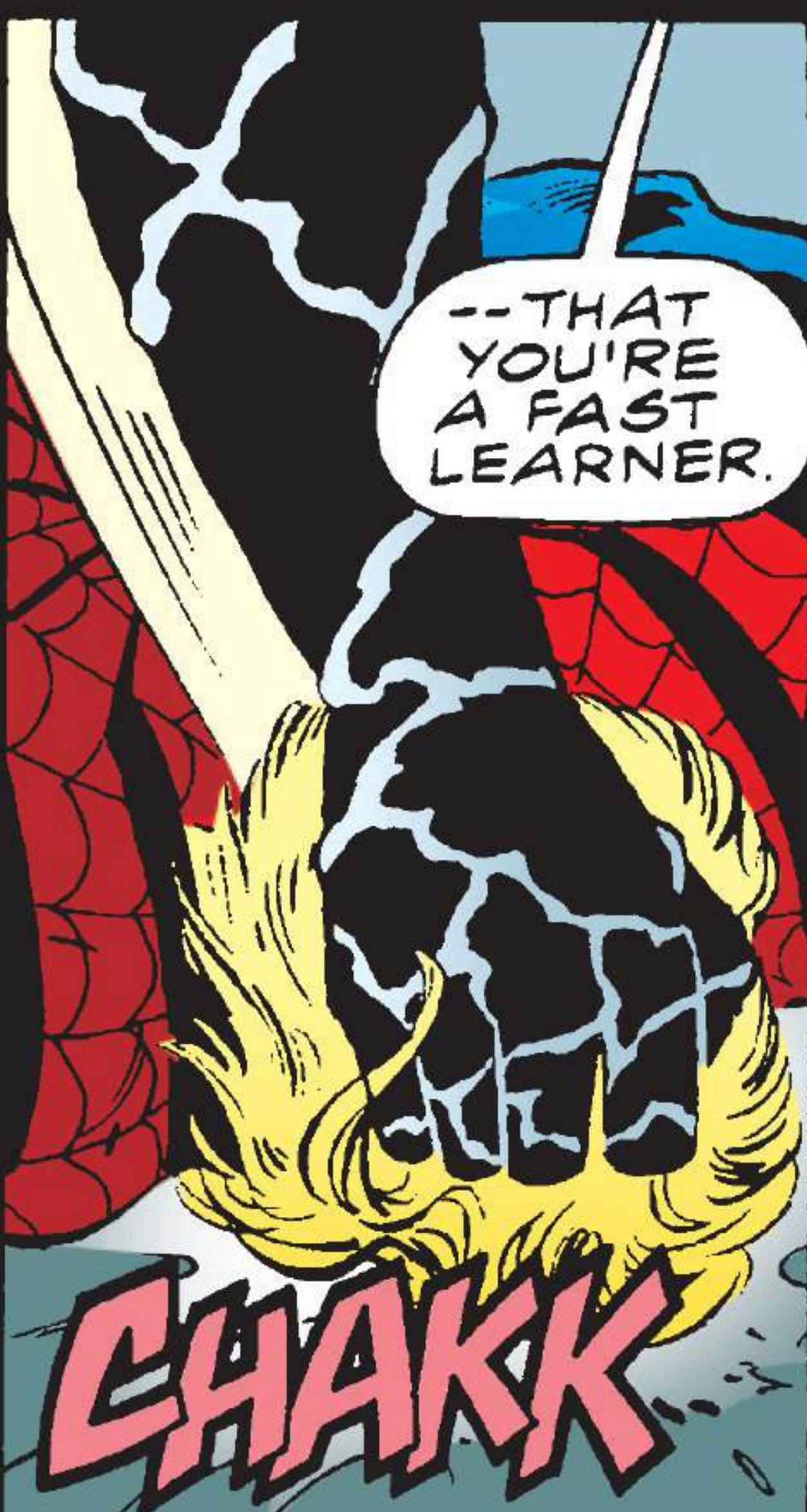
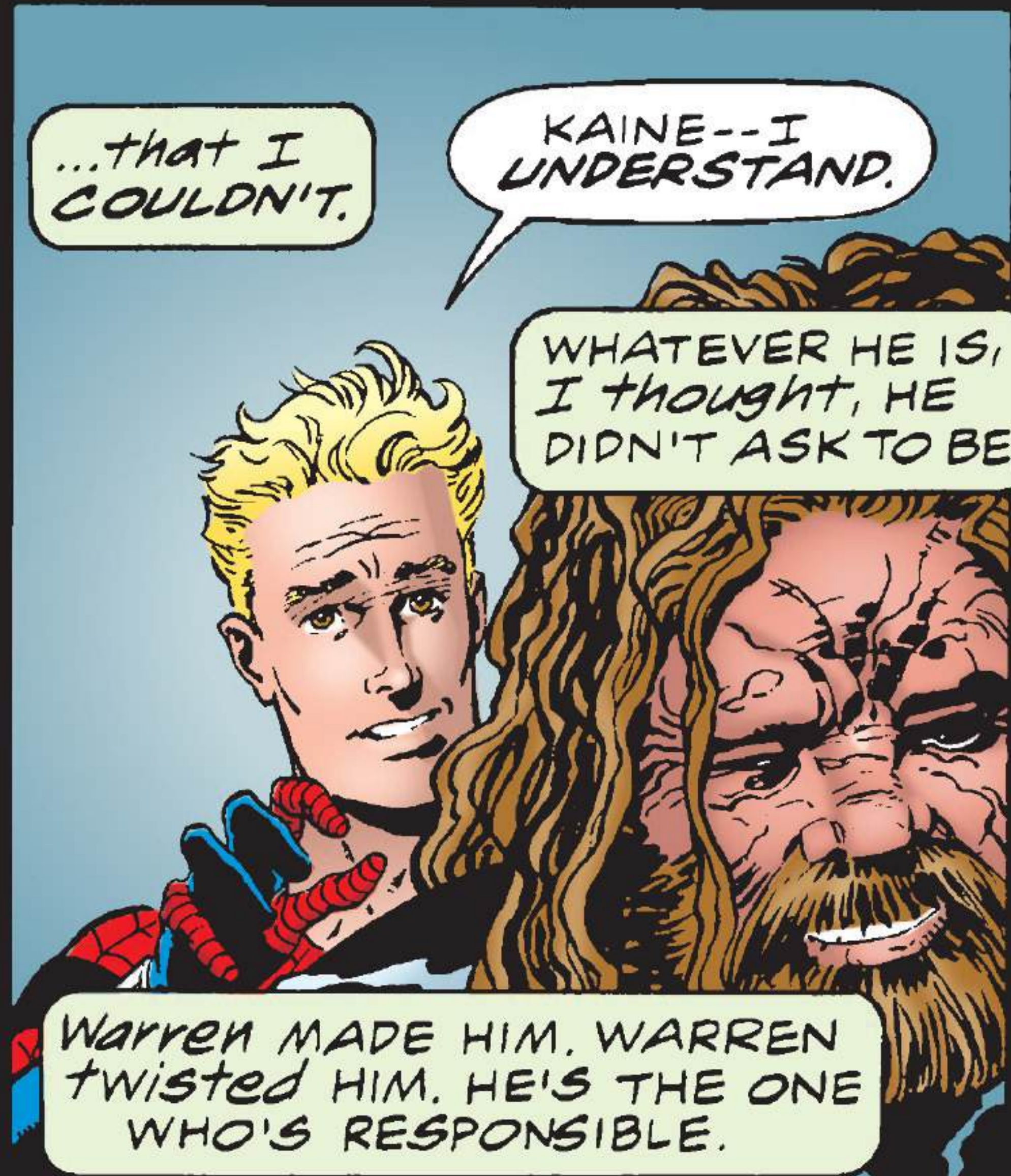
THEN, WHEN HE REALIZED THAT I WAS **FLAWED**... THAT I WAS **SLOWLY DETERIORATING**...

--HE TORE ME DOWN. TRIED TO **DESTROY** ME.

MY OWN **FATHER!**



...but found, to my **astonishment**...





...HIS BLEEDING
HEART?

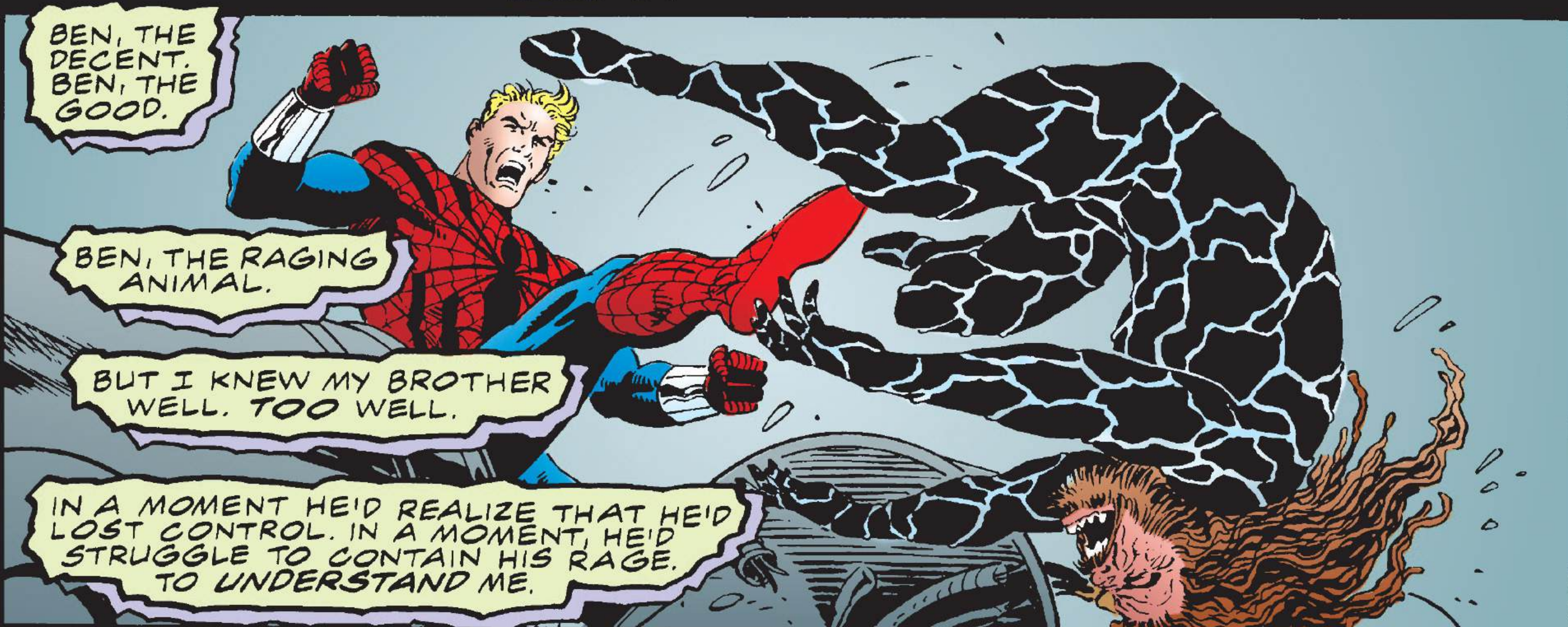
SKOMM

OR WAS IT
BECAUSE...



... I FELT UNWORTHY
OF HIM?

WHATEVER THE
CASE, I TOOK
NO SMALL JOY
IN WATCHING
HIM FINALLY...
SNAP.

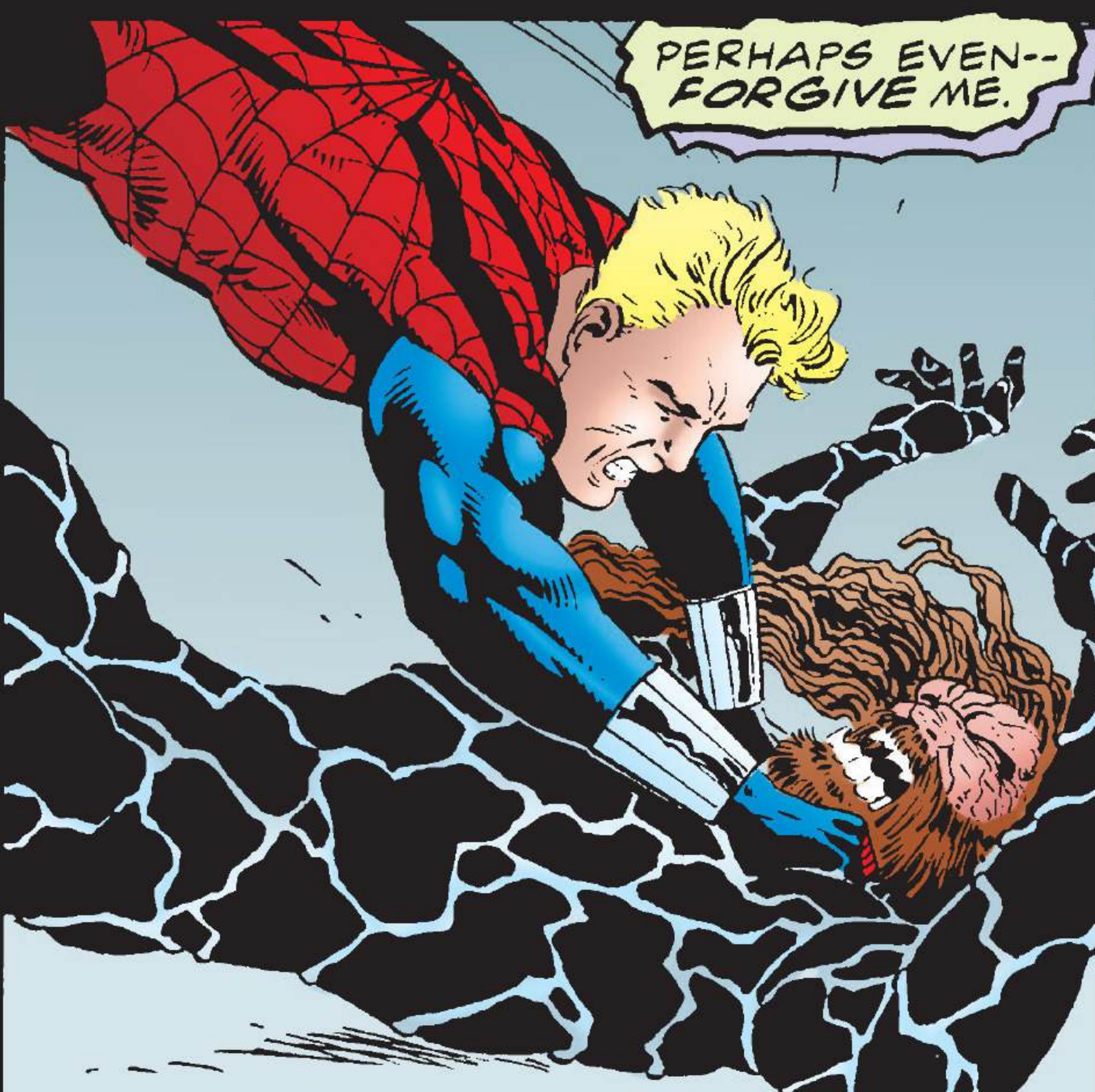


BEN, THE
DECENT.
BEN, THE
GOOD.

BEN, THE RAGING
ANIMAL.

BUT I KNEW MY BROTHER
WELL. TOO WELL.

IN A MOMENT HE'D REALIZE THAT HE'D
LOST CONTROL. IN A MOMENT, HE'D
STRUGGLE TO CONTAIN HIS RAGE.
TO UNDERSTAND ME.



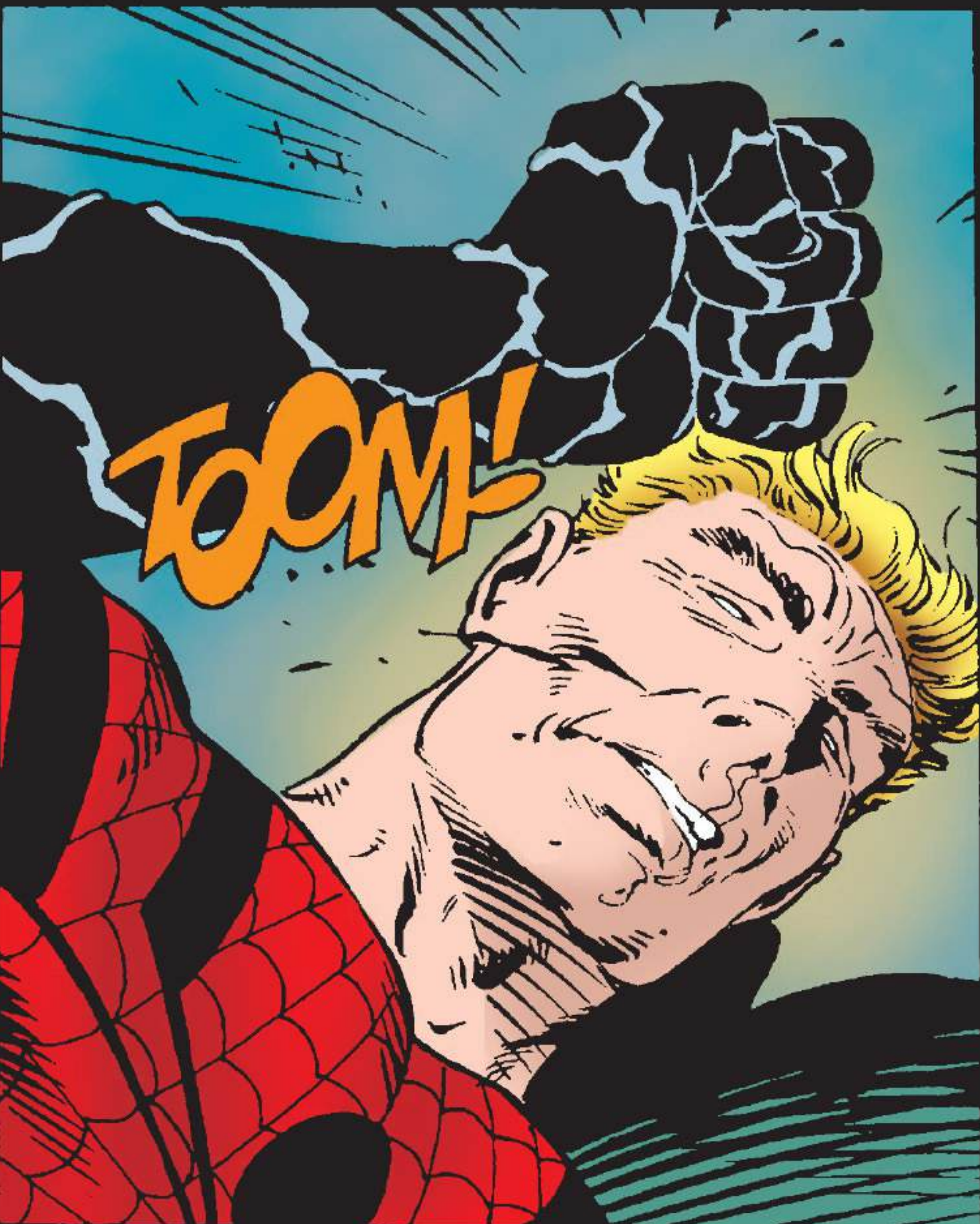
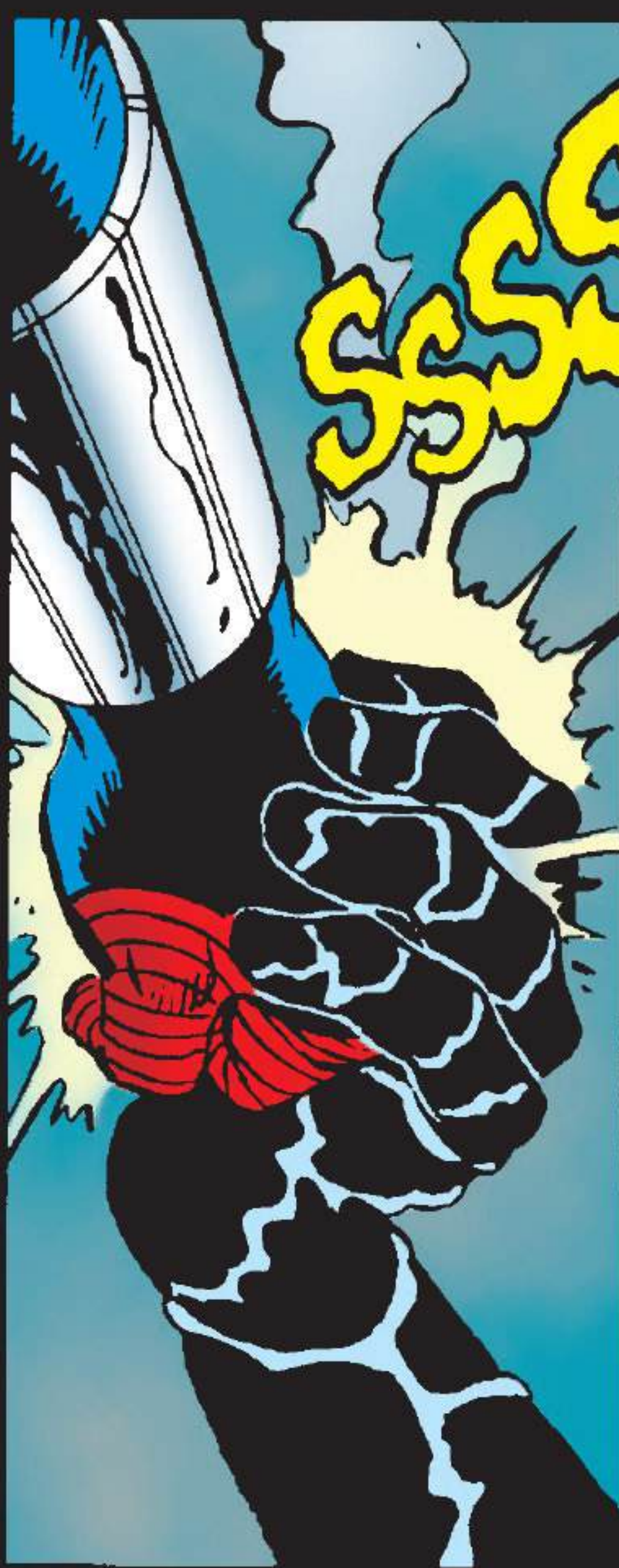
PERHAPS EVEN--
FORGIVE ME.

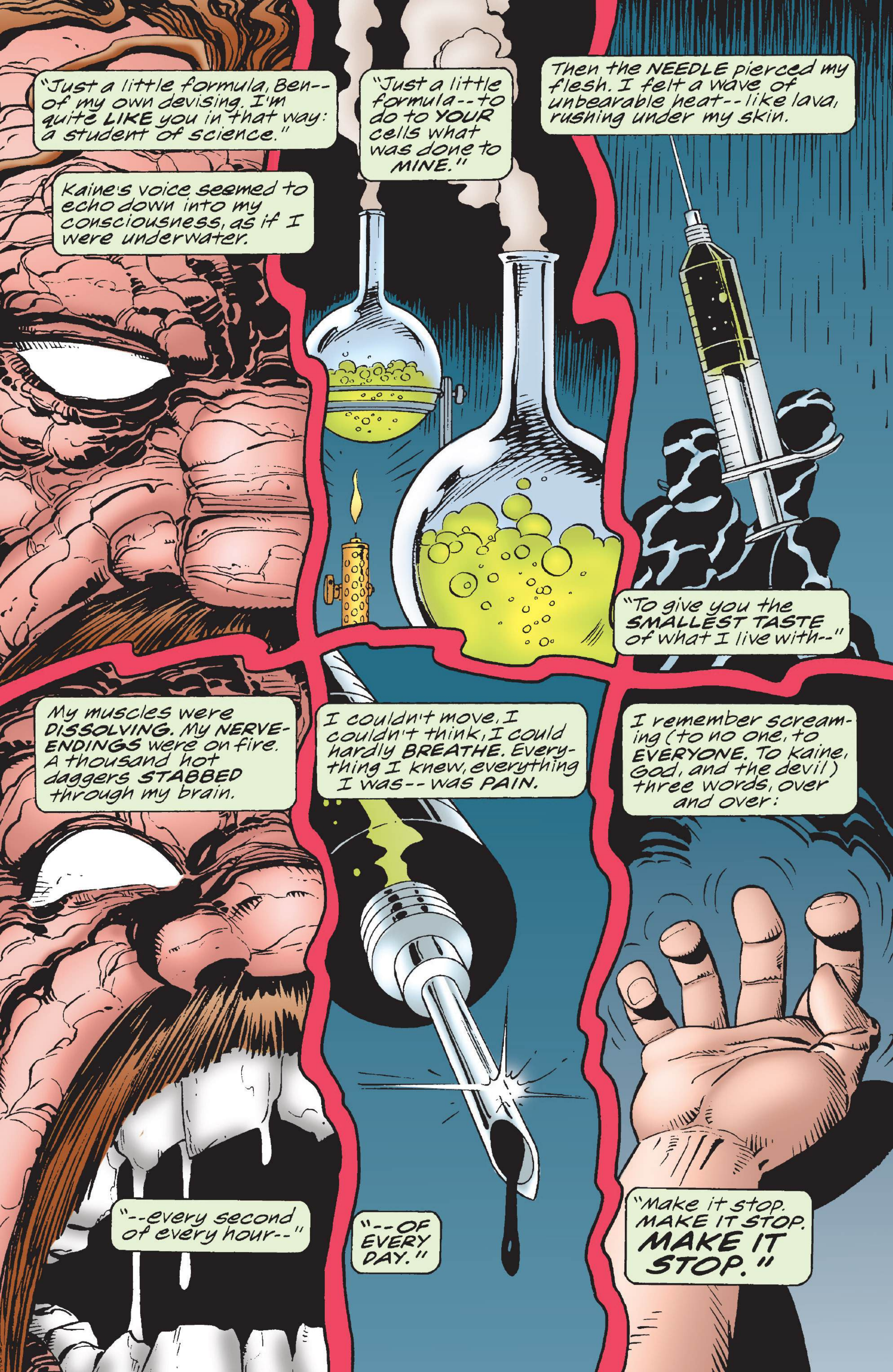


I NEARLY LAUGHED.
DON'T YOU REALIZE,
I WANTED TO SAY...



... THAT THERE'S
NO FORGIVE-
NESS, NO
REDEMPTION...





"Just a little formula, Ben--
of my own devising. I'm
quite **LIKE** you in that way:
a student of science."

Kaine's voice seemed to
echo down into my
consciousness, as if I
were underwater.

"Just a little
formula--to
do to **YOUR**
cells what
was done to
MINE."

Then the **NEEDLE** pierced my
flesh. I felt a wave of
unbearable heat--like lava,
rushing under my skin.

"To give you the
SMALLEST TASTE
of what I live with--"

My muscles were
DISSOLVING. My **NERVE-**
ENDINGS were on fire.
A thousand hot
daggers **STABBED**
through my brain.

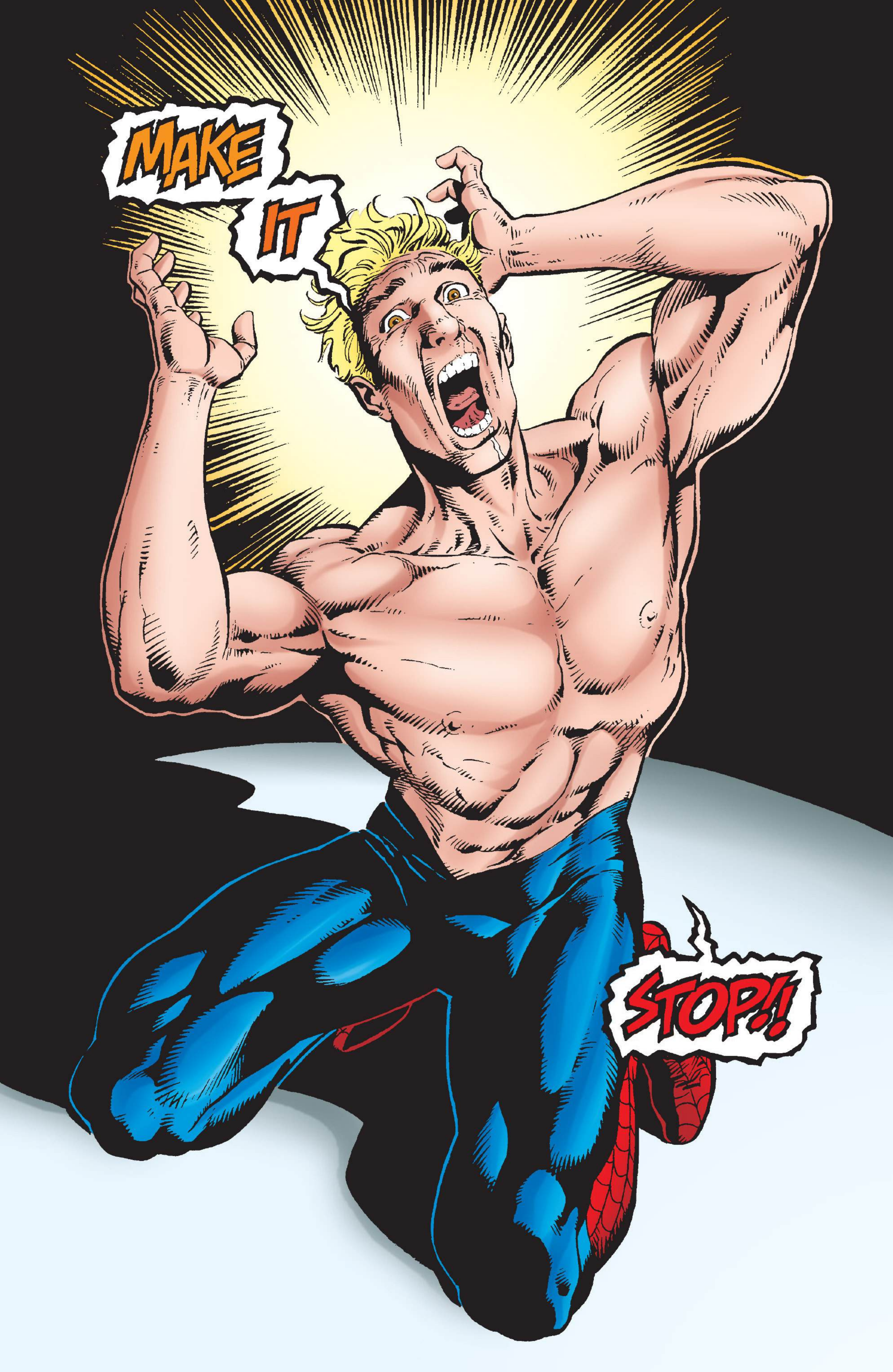
I couldn't move, I
couldn't think, I could
hardly **BREATHE**. Every-
thing I knew, everything
I was-- was **PAIN**.

I remember scream-
ing (to no one, to
EVERYONE. To Kaine,
God, and the devil)
three words, over
and over:

--every second
of every hour--"

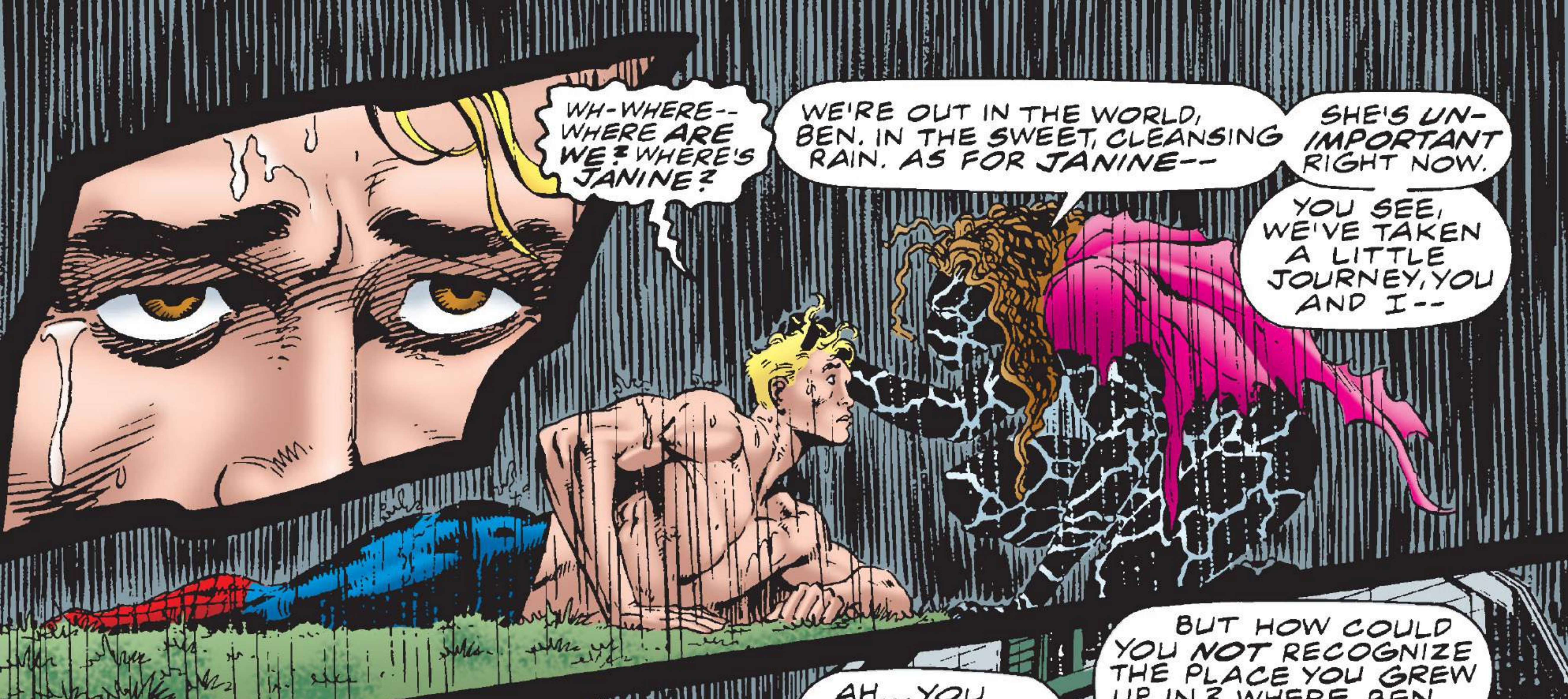
--OF
EVERY
DAY."

"Make it stop.
MAKE IT STOP.
MAKE IT
STOP."



**MAKE
IT**

STOP!!

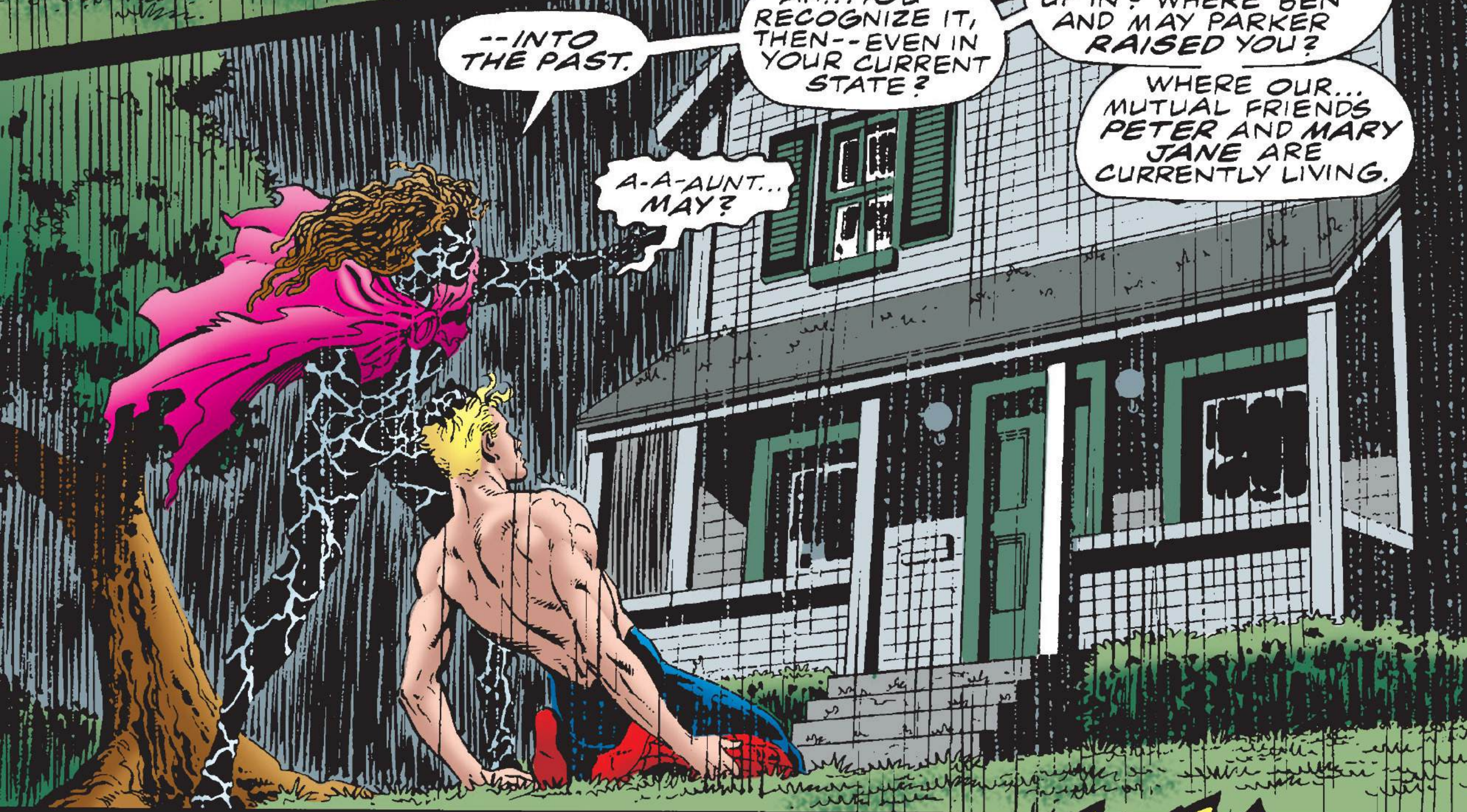


WH-WHERE--
WHERE ARE
WE? WHERE'S
JANINE?

WE'RE OUT IN THE WORLD,
BEN. IN THE SWEET, CLEANSING
RAIN. AS FOR JANINE--

SHE'S UN-
IMPORTANT
RIGHT NOW.

YOU SEE,
WE'VE TAKEN
A LITTLE
JOURNEY, YOU
AND I--



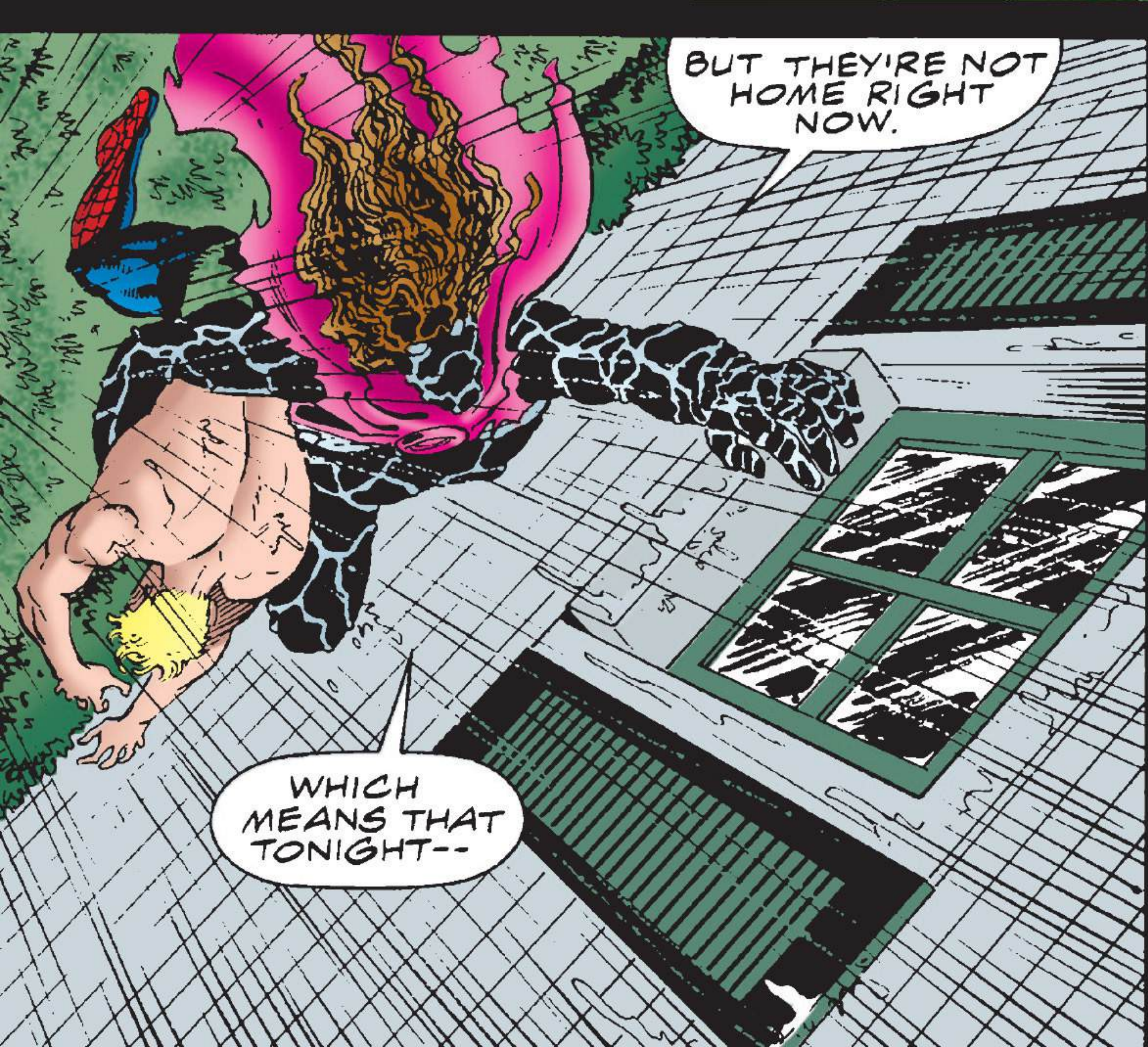
--INTO
THE PAST.

AH...YOU
RECOGNIZE IT,
THEN--EVEN IN
YOUR CURRENT
STATE?

BUT HOW COULD
YOU NOT RECOGNIZE
THE PLACE YOU GREW
UP IN? WHERE BEN
AND MAY PARKER
RAISED YOU?

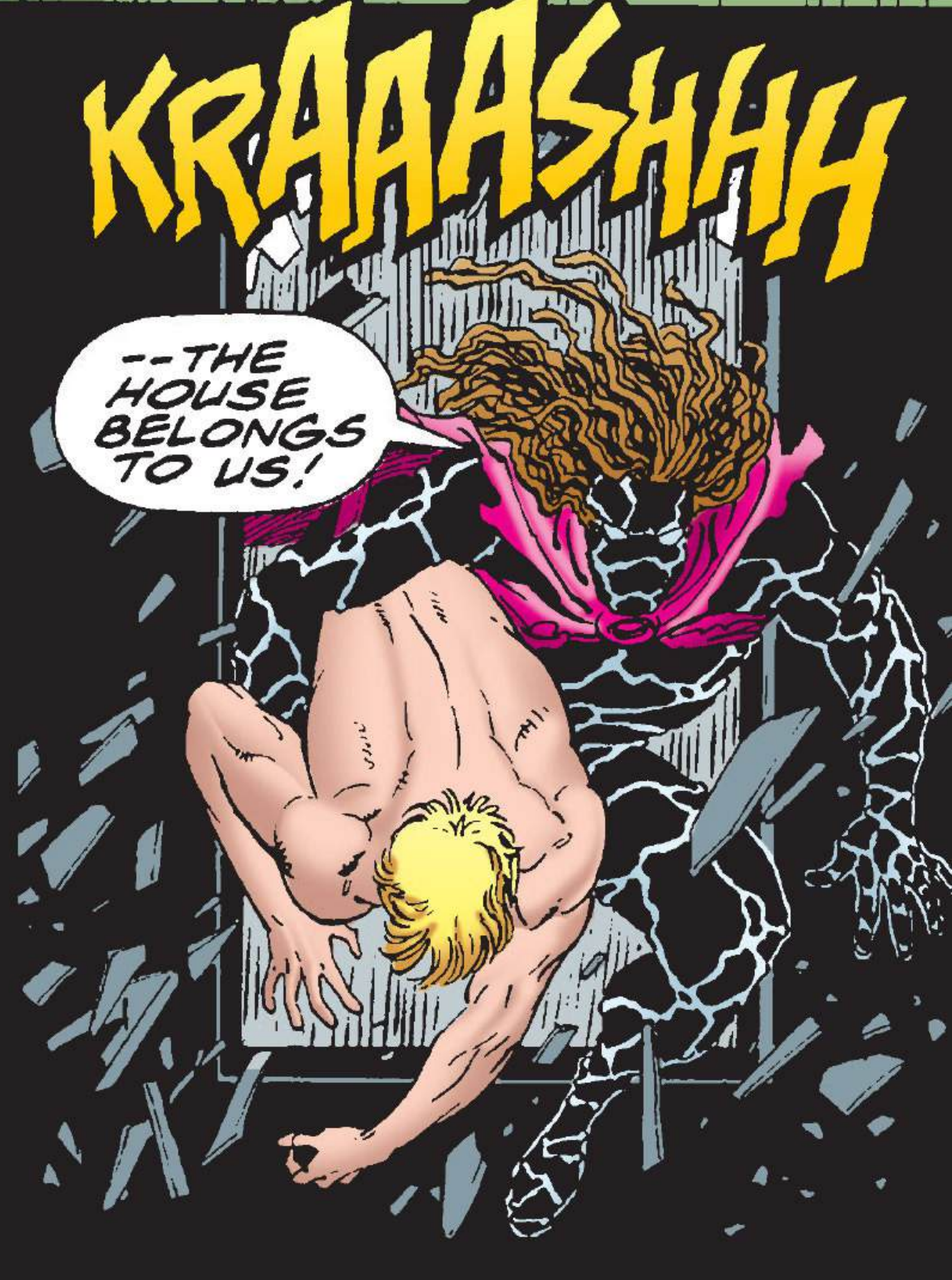
WHERE OUR...
MUTUAL FRIENDS
PETER AND MARY
JANE ARE
CURRENTLY LIVING.

A-A-AUNT...
MAY?



BUT THEY'RE NOT
HOME RIGHT
NOW.

WHICH
MEANS THAT
TONIGHT--



KRAAASHHH

--THE
HOUSE
BELONGS
TO US!

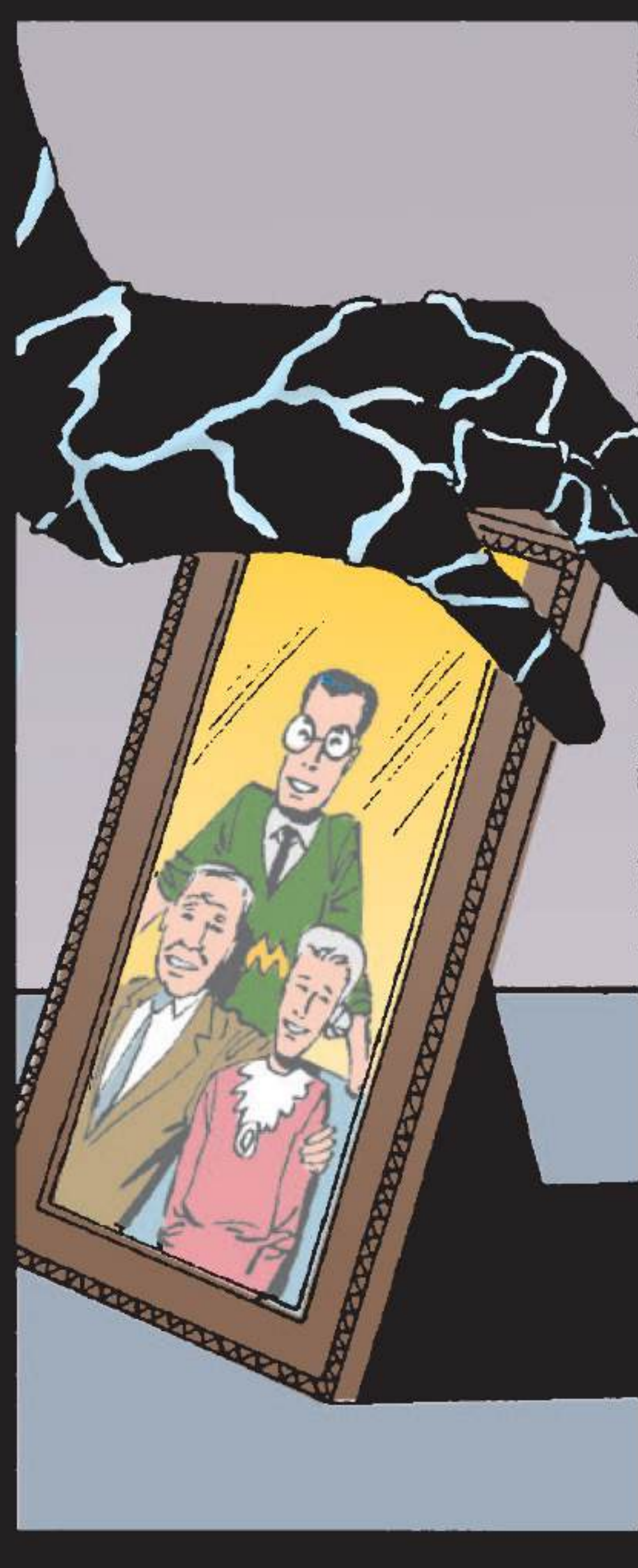
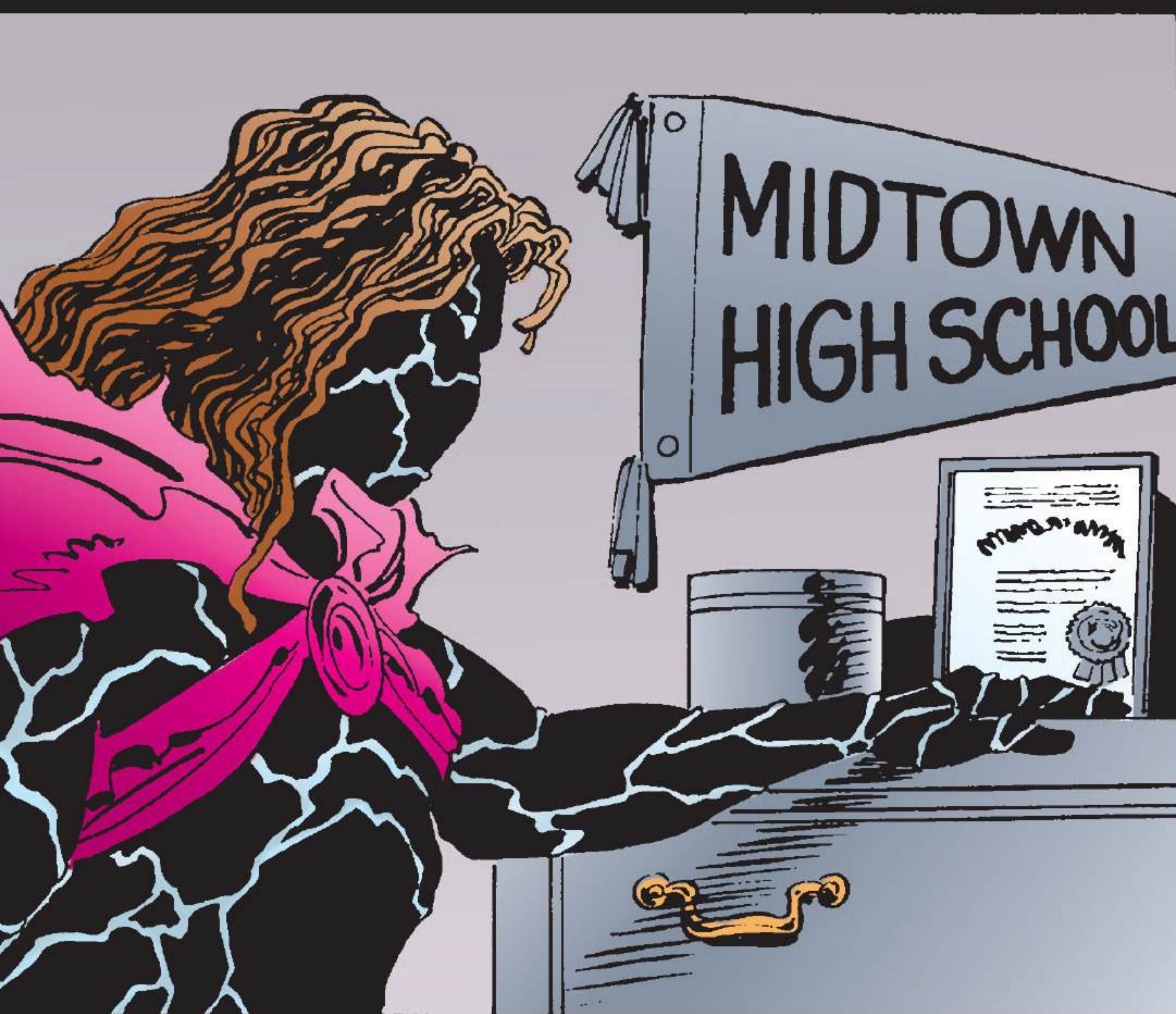
I WAS BORN INTO SHAME AND SUFFERING -- WHILE YOU HAD A LIFE. A FAMILY. LOVE.

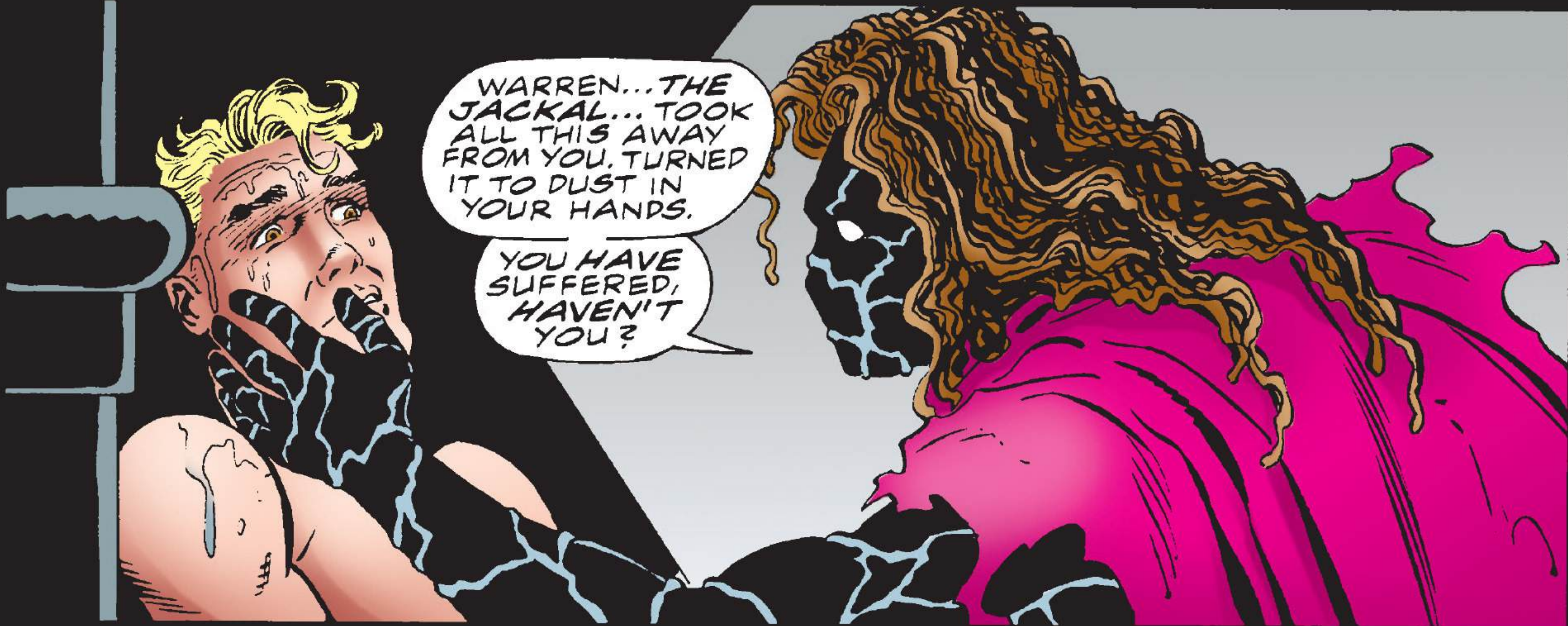
WHERE'S THE FAIRNESS IN THAT, BEN? CAN YOU TELL ME?

THE ODD THING IS-- IN SOME SMALL PART OF ME-- I COULD FEEL WHAT YOU FELT. LIKE A DISTANT ECHO.

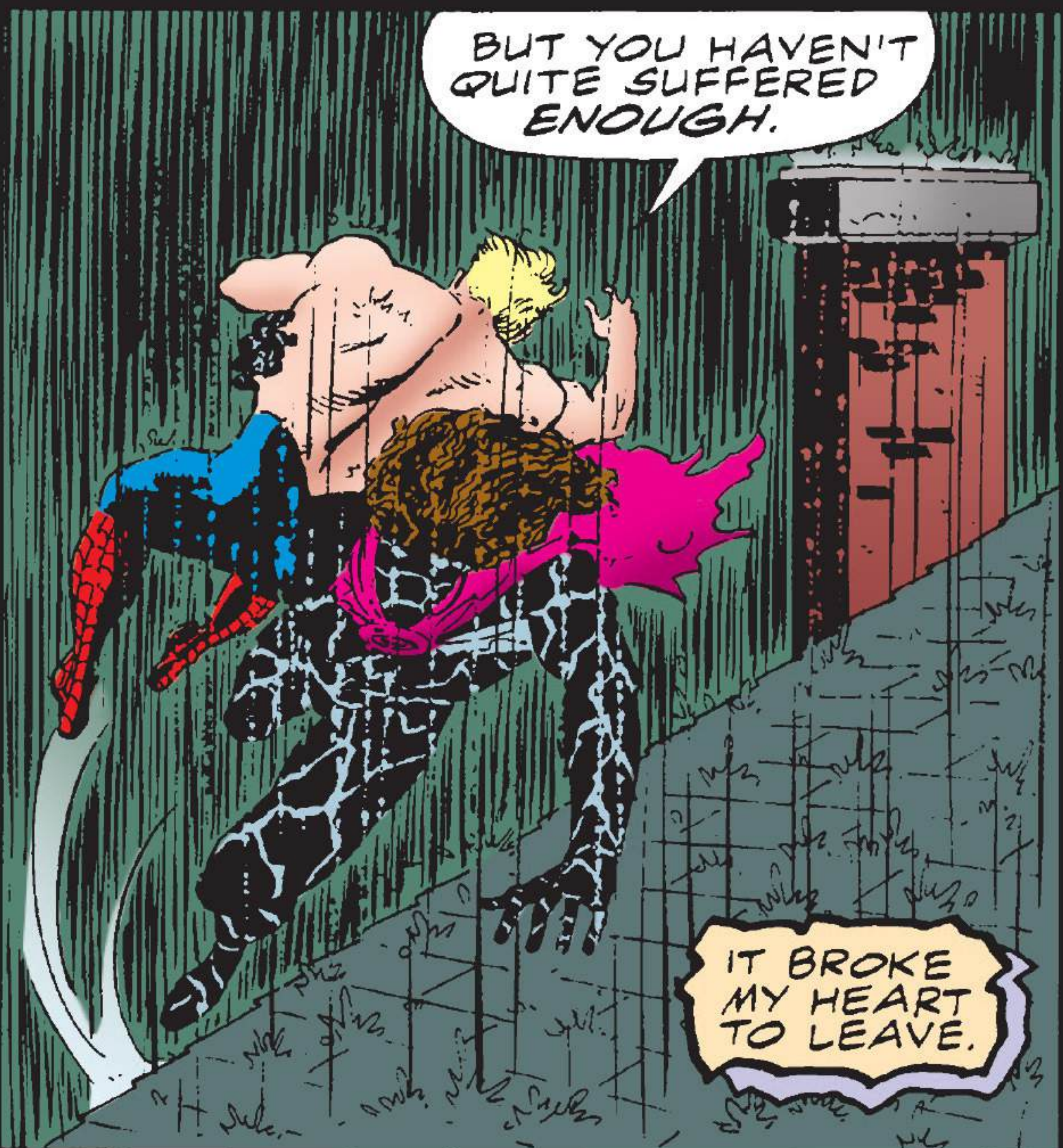
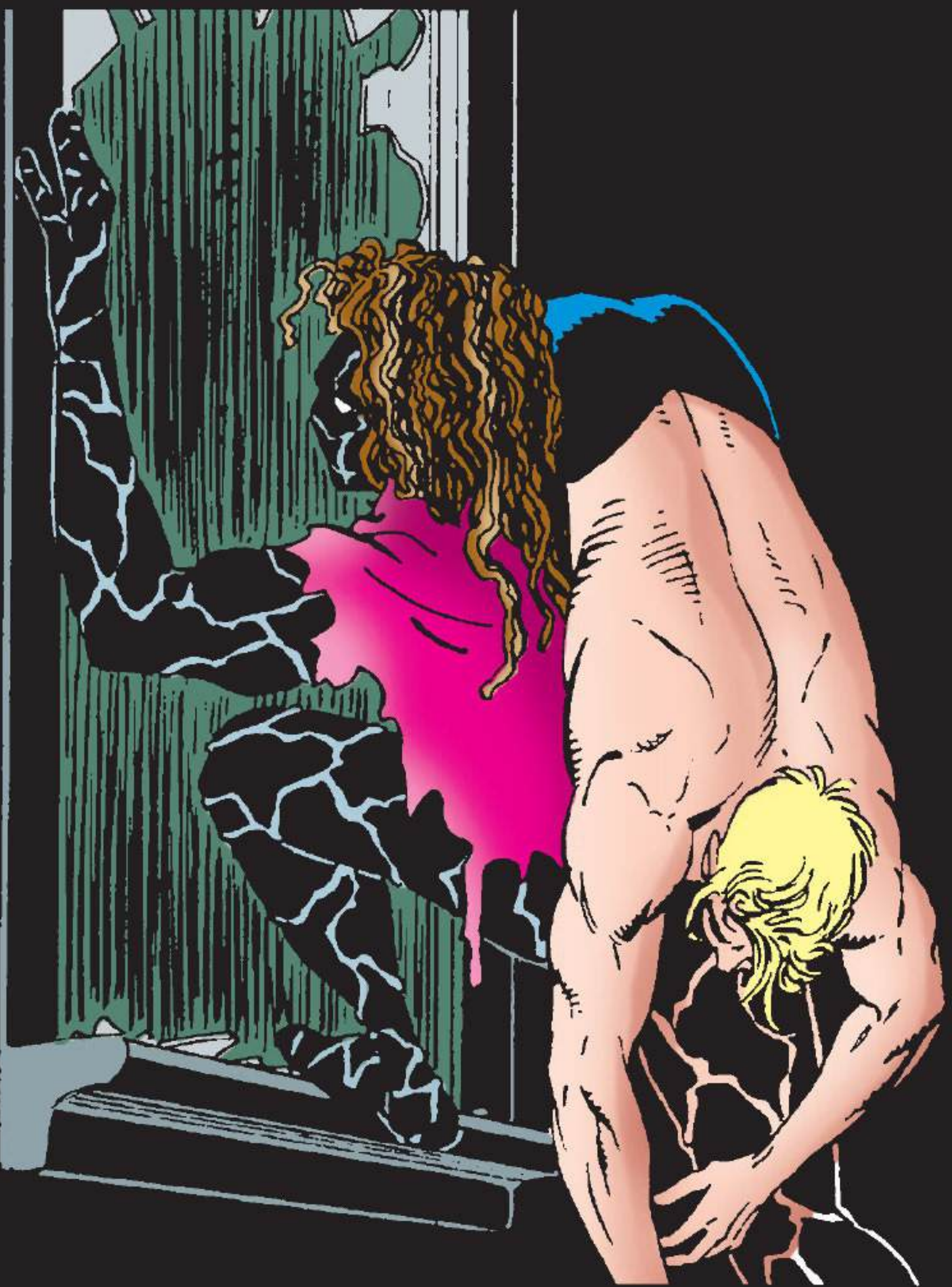
AND SOMEWHERE IN THE DARKNESS OF MY SOUL, I LOVED THE PEOPLE YOU LOVED. LOVED THIS PRECIOUS PLACE.

BUT THOSE FEELINGS... SO VAGUE, SO UNFATHOMABLE... DIDN'T NURTURE ME AS THEY DID YOU--



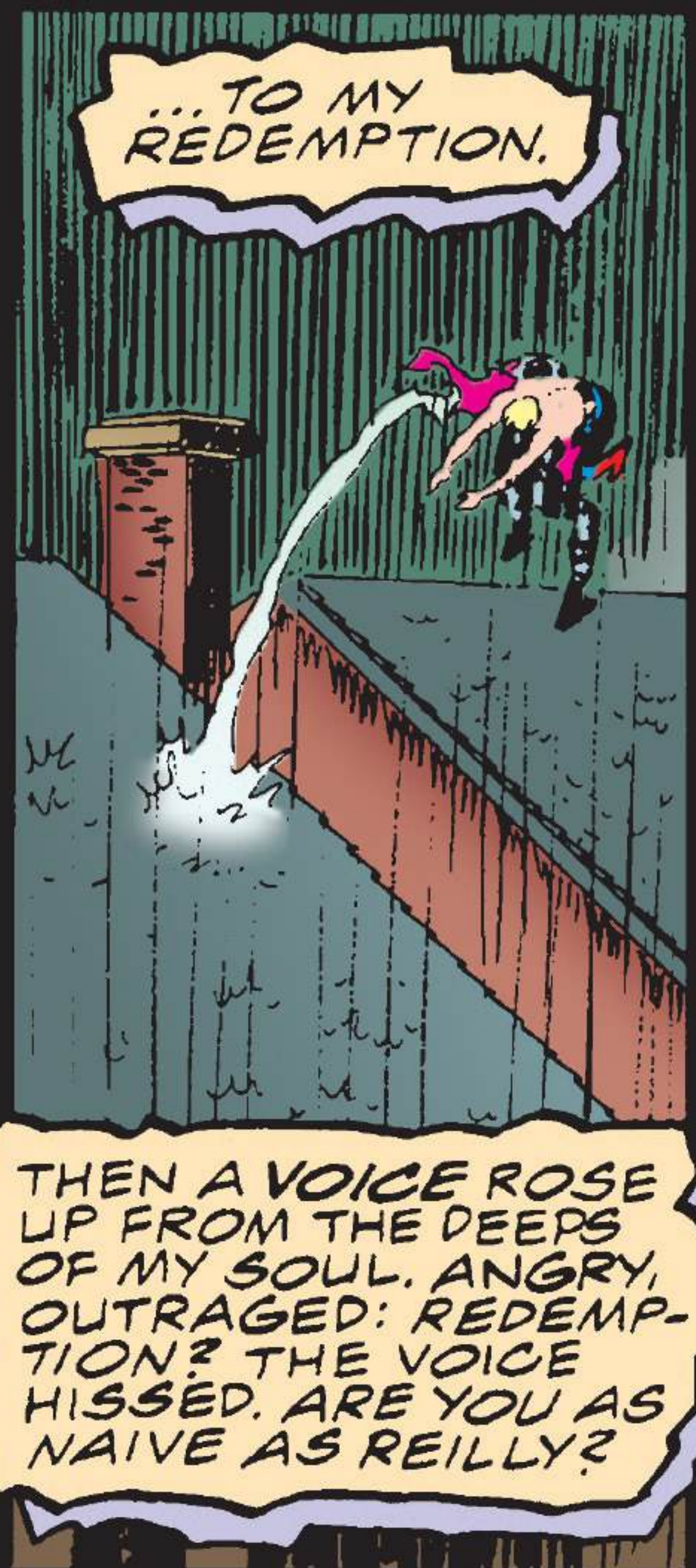


WARREN... THE JACKAL... TOOK ALL THIS AWAY FROM YOU. TURNED IT TO DUST IN YOUR HANDS. YOU HAVE SUFFERED, HAVEN'T YOU?



BUT YOU HAVEN'T QUITE SUFFERED ENOUGH.

IT BROKE MY HEART TO LEAVE.



... TO MY REDEMPTION.

THE ONLY REDEMPTION EITHER OF YOU WILL FIND...

THEN A VOICE ROSE UP FROM THE DEEPS OF MY SOUL. ANGRY, OUTRAGED: REDEMPTION? THE VOICE HISSED. ARE YOU AS NAIVE AS REILLY?

... IS DEATH.

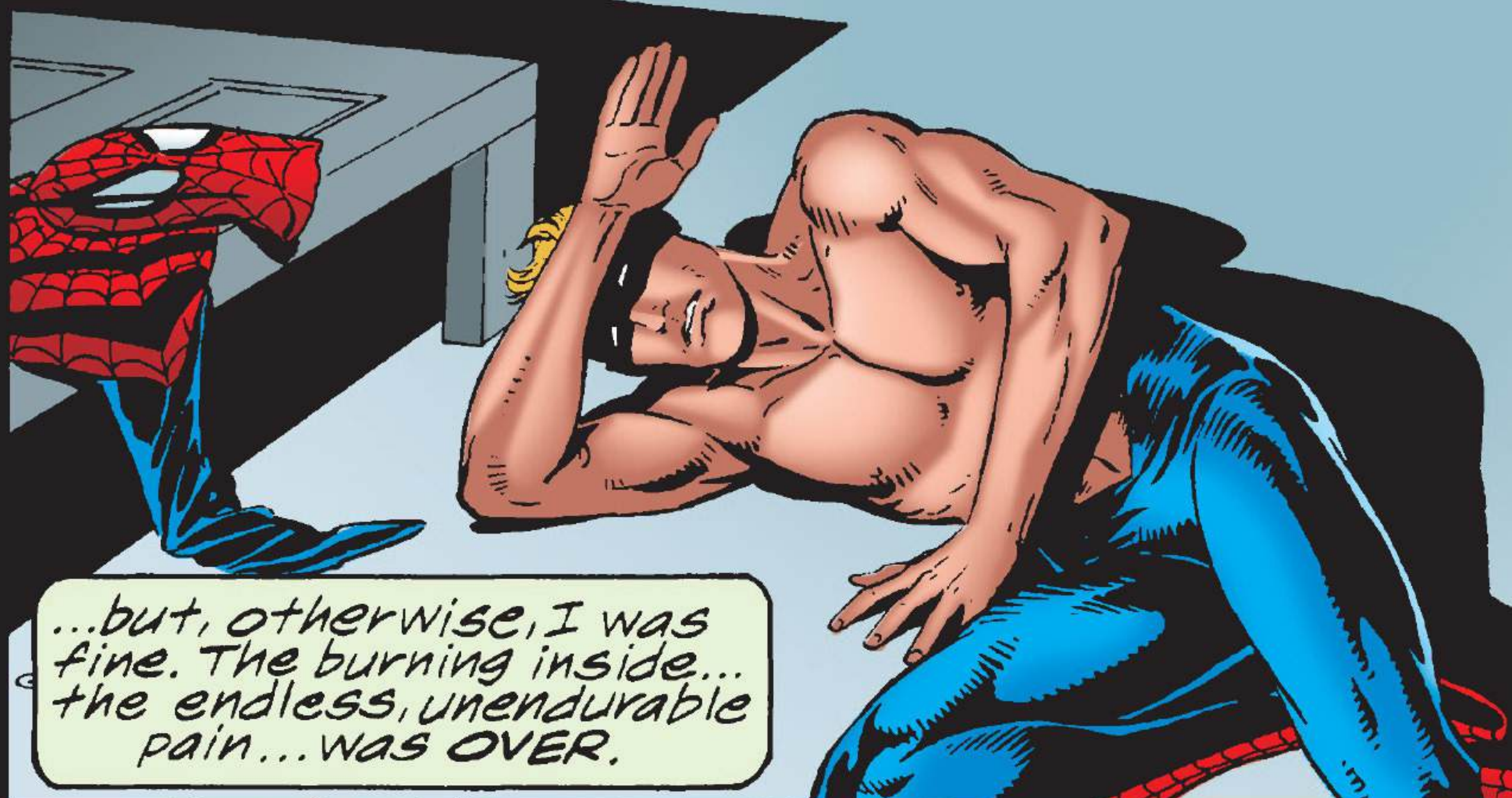
I KNEW THAT VOICE WELL. IT WAS THE VOICE OF TRUTH.

OF ALL THE PLACES ON EARTH, I THOUGHT, MAYBE HERE... I CAN FIND THE KEY...



IT WAS MY FATHER'S VOICE.

I felt like I had the worst hangover in the history of the world...

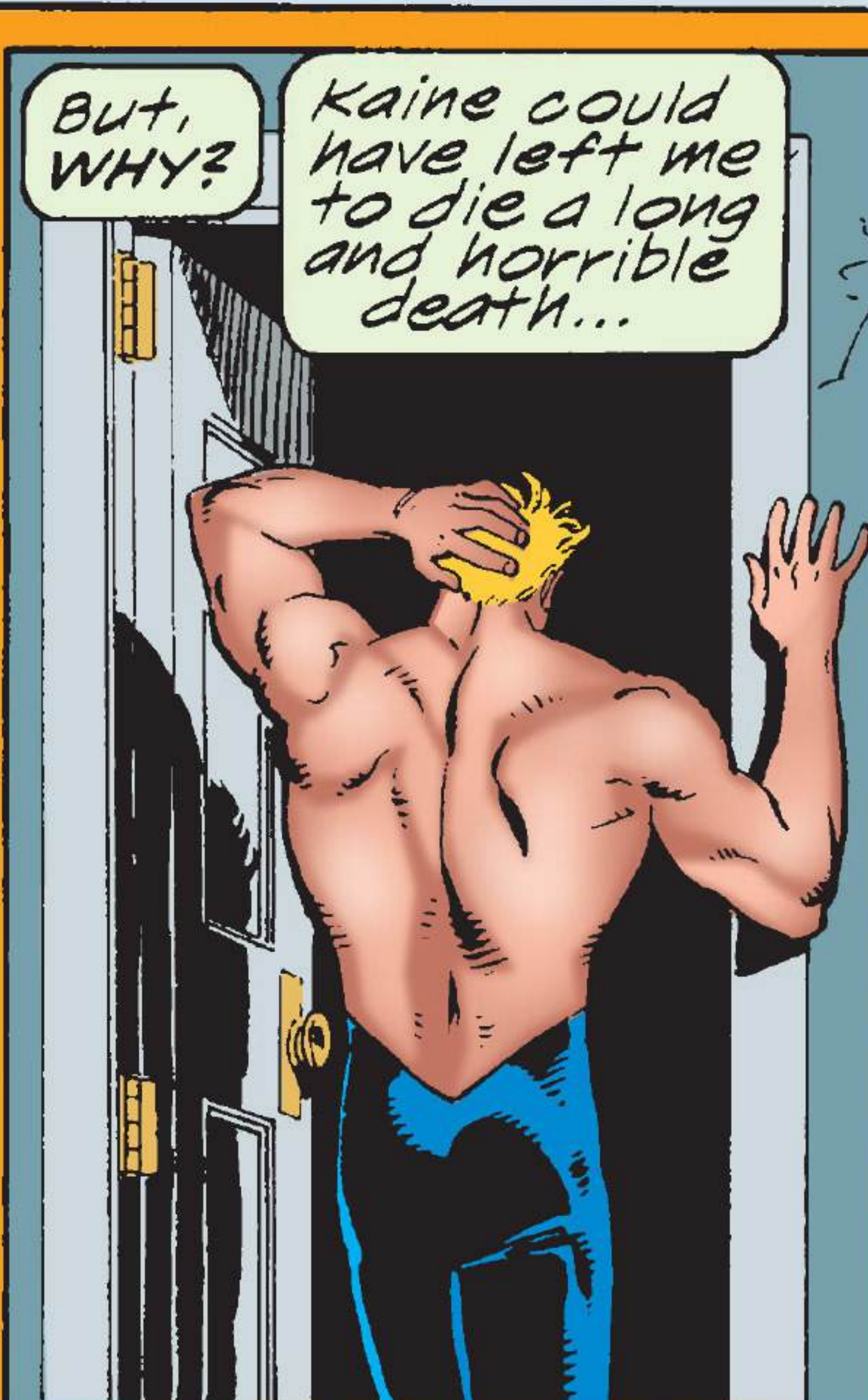


...but, otherwise, I was fine. The burning inside... the endless, unendurable pain... WAS OVER.



My arm was swollen from some kind of recent injection.

AN ANTIDOTE, I realized, to the poison he'd shot me up with.



BUT, WHY?

Kaine could have left me to die a long and horrible death...



...yet there I was, back in my apartment, alone.

I DON'T BELIEVE IT--!

No...



...NOT QUITE alone.

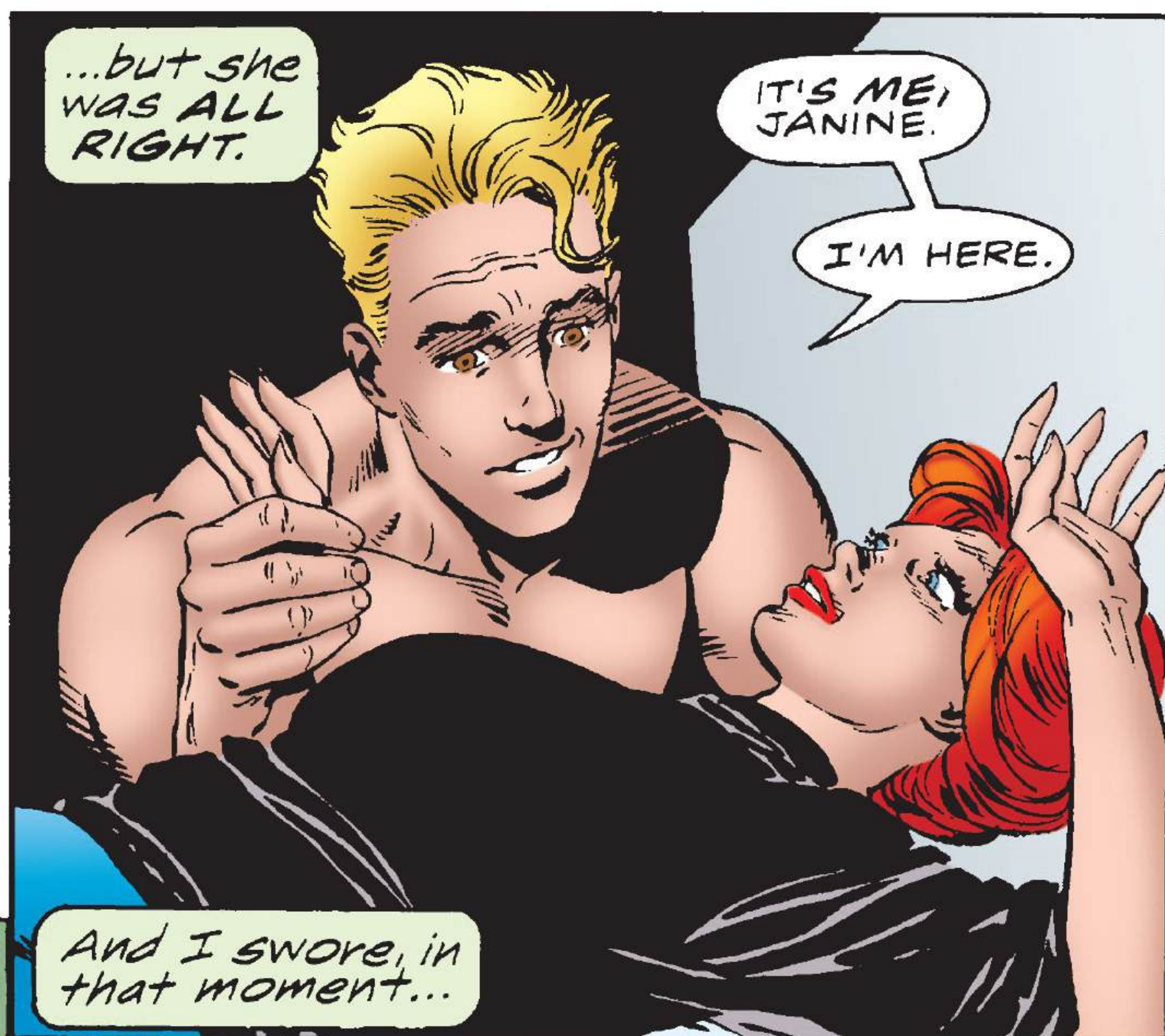
JANINE!

THE REAL one this time. NO mistaking her in the light of day.



She was a little GROGGY. a little DAZED...

BEN...?



...but she was **ALL RIGHT**.

IT'S ME, JANINE.

I'M HERE.

And I swore, in that moment...



I'M HERE.

...that we'd never be apart **AGAIN**.

I HELD HIM...HELD MY SWEET BEN...FOR A LONG, LONG TIME.

LATER I TOLD HIM ABOUT WHAT HAPPENED WITH KAINE. HOW THE LAST THING I REMEMBERED WAS HIM COMING AT ME WITH A NEEDLE--

--AND THEN I BLACKED OUT. NEXT THING I KNEW... HERE I WAS.

WHY DO YOU THINK HE DID IT, BEN? BROUGHT US BACK HERE? GAVE YOU THE ANTIDOTE?



HE'S TOYING WITH US, JANINE. IT'S ALL A... SICK GAME TO HIM.

BUT IT'S HIS GAME--AND WE DON'T HAVE TO PLAY IT.

LET'S GET OUT OF HERE...THE TWO OF US. LET'S LEAVE KAINE AND NEW YORK AND ALL THIS MADNESS BEHIND US.

WE CAN START OVER AGAIN. JUST LIKE LAST TIME.

I FELT HIM TENSE UP. SAW THE SHADOW MOVE ACROSS HIS FACE.

"LAST TIME," HE SAID, WITHOUT SAYING A WORD.

"LAST TIME YOU ABANDONED ME. FAKED YOUR OWN DEATH.

"SHATTERED MY WORLD.

"WHY, JANINE?"

AND THEN A NEW SHADOW MOVED OVER HIM. HE CROUCHED THERE LIKE AN INSECT. EVERY MUSCLE IN HIS BODY TENSED.

MY SPIDER-SENSE--!

IT'S KAINE! IT HAS TO BE!

"WHY?"

I'M
GETTING YOU
OUT OF HERE--
NOW!

HE'S NOT TAKING YOU
AWAY FROM ME AGAIN!
NO ONE'S GOING TO
SEPARATE US--
**--EVER
AGAIN!**

I WAS NEVER BITTEN BY A RADIOACTIVE SPIDER. I
DON'T HAVE SOME UNCANNY SIXTH SENSE THAT
WARNS ME OF DANGER...

AND I KNEW, TOO, THAT
WE WERE GOING TO BE
APART... TORN AWAY
FROM EACH OTHER...

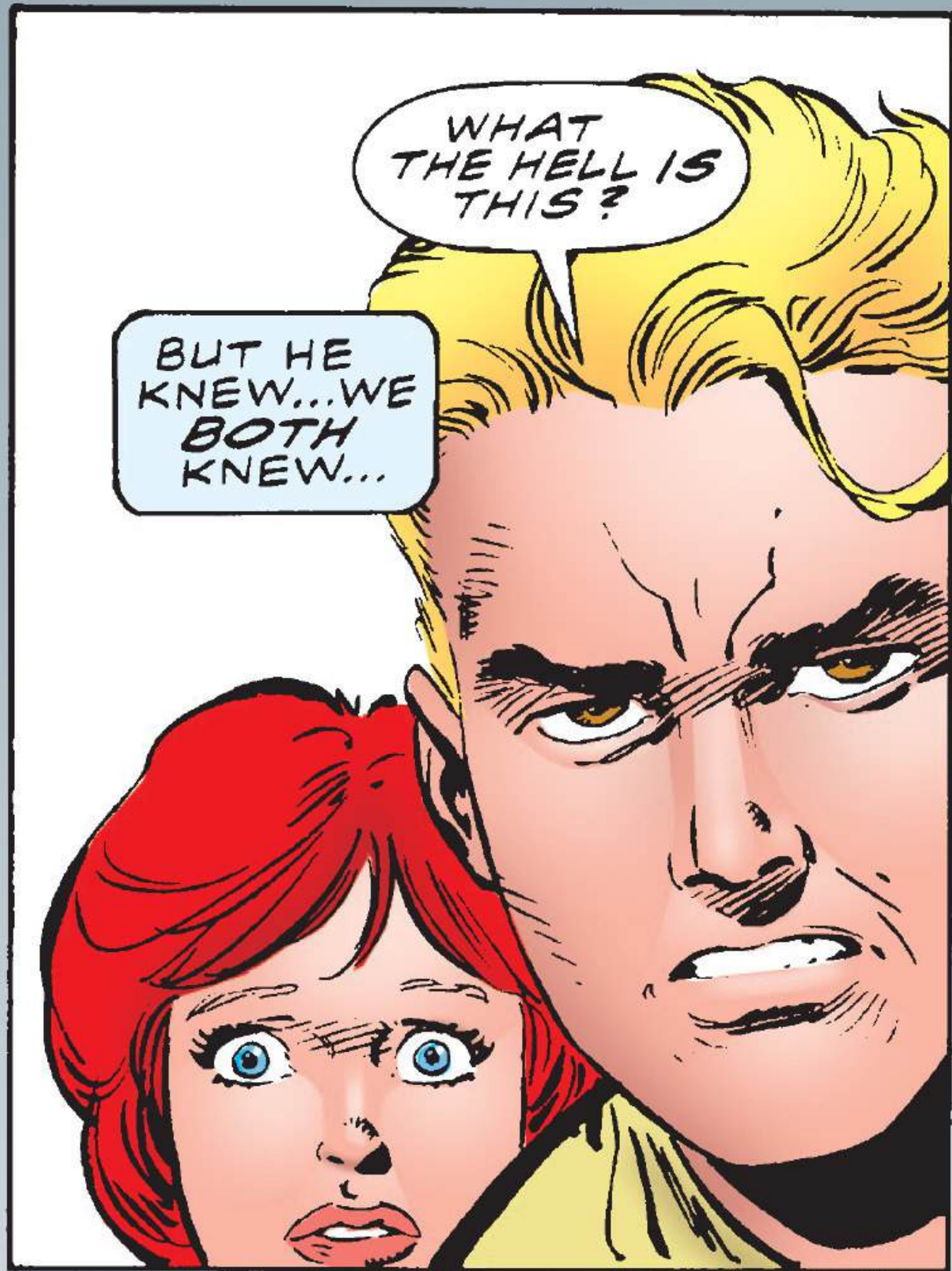
...FOREVER.

**HANDS
IN THE
AIR!**

NOW!

... BUT SOMEHOW I KNEW,
AS WE RACED DOWN THE
STAIRS, THAT BEN WAS
WRONG. IT WASN'T KAINE
OUT THERE WAITING FOR
US. IT WAS SOMETHING
WORSE. AND FAR MORE
INEVITABLE.





WHAT THE HELL IS THIS?

BUT HE KNEW...WE BOTH KNEW...



...EXACTLY WHAT IT WAS.

ELIZABETH TYNE... AKA JANINE GODBE... AKA SARAH PORTER... AKA--

WELL, I THINK YOU KNOW THE REST.

YOU'RE UNDER ARREST, MISS TYNE. FOR THE MURDER OF YOUR FATHER.

TIME TO STOP RUNNING, ELIZABETH. IT'S OVER.



IT'S JUST

BEGUN!!

A PART OF ME WANTED HIM TO TAKE THOSE POLICEMEN APART--THEN SWEEP ME UP INTO HIS ARMS AND CARRY ME AWAY.



BUT I COULDN'T LET HIM DO THAT.

TO EITHER OF US.

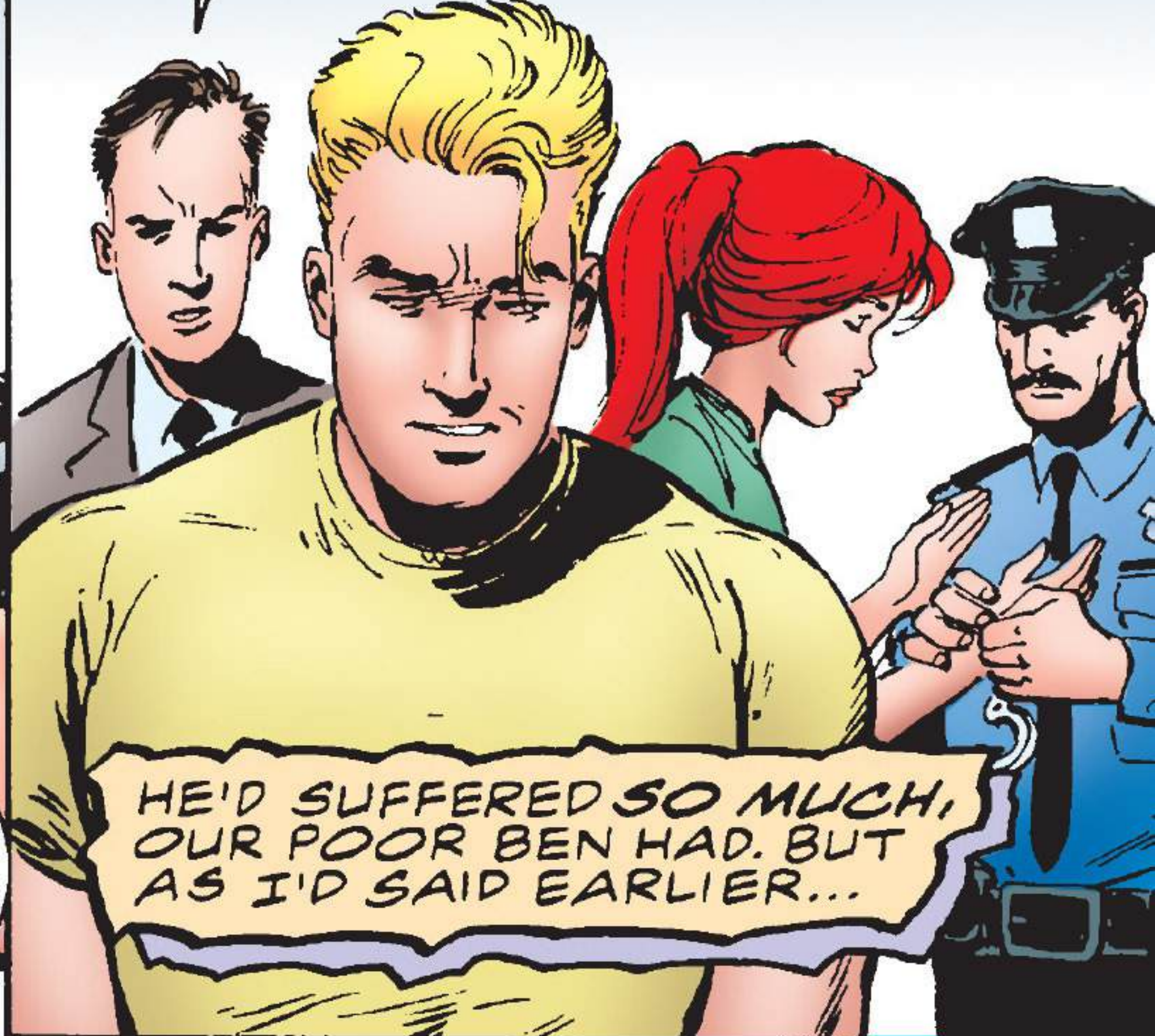
BEN, STOP.. PLEASE!

PLEASE!

LISTEN TO THE LADY, MR. REILLY!

WE'LL HEAR WHATEVER YOU'VE GOT TO SAY... DOWN AT THE STATION.

BE A GOOD BOY, REILLY-- AND I'LL FORGET YOUR LITTLE TANTRUM.



HE'D SUFFERED SO MUCH, OUR POOR BEN HAD. BUT AS I'D SAID EARLIER...

BUT SHE'S NOT THE CRIMINAL! IT WAS HER FATHER! HE--



... HE HADN'T
QUITE
SUFFERED
ENOUGH.

NEXT:
CHAINS

MARVEL[®]
COMICS



SPIDER-MAN

NOV '96 3

SPIDERMAN: REDEMPTION

APPROVED
BY THE
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SPIDER-MAN: REDEMPTION

by J.M. DEMATTEIS, MIKE ZECK,
& BOB MCLEOD



CHAPTER THREE: CHAINS

JIM NOVAK, LETTERER * CHRISTIE SCHEELE, COLORIST
GLENN GREENBERG, ASSISTANT EDITOR * TOM BREVOORT, EDITOR
BOB HARRAS, EDITOR IN CHIEF

I WAS BORN ELIZABETH TYNE-- BUT IT'S A NAME I'VE COME TO HATE.

LET'S GO, TYNE--

--THE JUDGE IS WAITING FOR YOU.

ELIZABETH WAS WEAK. SHE WAS A VICTIM. HER LIFE WAS NOTHING BUT PAIN AND ABUSE...

...HUMILIATION AND SHAME.

YOU'RE A CELEBRITY, YOU KNOW THAT, GIRL? THEY GOT SO MANY TV CAMERAS OUT THERE WAITING FOR YOU I COULDN'T EVEN COUNT 'EM!

SO I BURIED ELIZABETH. THREW HER IN A GRAVE AND SHOVELLED THE DIRT OVER HER. BLOCKED HER OUT OF MY MIND AND HEART.

I MUST'VE CHANGED NAMES TWO DOZEN TIMES DURING MY YEARS ON THE RUN. NONE OF THEM REALLY MEANT ANYTHING.

THEY WERE JUST MASKS. LIES.

ELIZABETH, WHY DID YOU...

A STATEMENT, PLEASE--

--PARALLELS WITH THE MENENDEZ TRIAL--

...THAT THE MURDER OF YOUR FATHER WAS--

HOW DOES IT FEEL AFTER ALL THESE YEARS, ELIZABETH--

EXCEPT FOR ONE.

MY NAME ISN'T ELIZABETH. IT'S JANINE.

JANINE GODBE.

I BELIEVED IN JANINE. SHE WAS EVERYTHING I DREAMED ABOUT BEING WHEN I WAS A LITTLE GIRL: STRONG. SMART. CAPABLE. NOBODY'S VICTIM.

NOBODY'S FOOL.

POLICE LINE

I BECAME JANINE. SHE MEANT MORE TO ME THAN ELIZABETH EVER COULD, AND I THINK THE THING THAT BROKE MY HEART MOST OF ALL THAT DAY WAS THAT I KNEW I WAS LOSING HER.

SHE WAS THE ONE BEING BURIED NOW-- WHILE ELIZABETH WAS CLAWING HER WAY UP, OUT OF THE GRAVE.

AND IF I LOST JANINE... I KNEW IT WOULD ONLY BE A MATTER OF TIME...

...UNTIL I LOST BEN, TOO.

THOSE NEWSGEEKS ARE RIDING US SO CLOSE THEY'RE GONNA PLOW RIGHT UP OUR TAILPIPE.

Y'D THINK THEY HAD BETTER THINGS T'PUT ON TV THAN MORE STORIES ABOUT MURDERIN' SCUM LIKE HER.

I'M WIT' YOU, HOWIE.

WHADDAYA SAY WE LOSE THE #@%&\$#&#?

SOUNDS GOOD TIME, HOWIE.

BEN REILLY WAS THE KINDEST, MOST DECENT MAN I'D EVER KNOWN. HE WAS EVERYTHING MY FATHER WASN'T. IT WAS BEN'S LOVE THAT GAVE JANINE FLESH AND BREATH.

IT WAS BEN WHO MADE ME FEEL ALIVE FOR THE FIRST TIME IN MY LIFE.

BUT HOW, I WONDERED, COULD HE POSSIBLY LOVE ME NOW?

MY FEAR OF LOSING HIM WASN'T LOGICAL: LOGIC WOULD SAY THAT A MAN WHO LOVED ME AS DEEPLY AS BEN DID WOULD NEVER TURN HIS BACK ON ME.

WE
DITCH
'EM?

THEY'RE GONE
WITH THE FREAKIN'
WIND, THOMAS.

GONE WITH
THE FREAKIN'
WIND.

BUT BEN, I BELIEVED, LOVED JANINE -- NOT ELIZABETH. HE DIDN'T KNOW HER. NO MATTER HOW MANY TIMES I TOLD HIM THE STORIES, HE COULD NEVER REALLY UNDERSTAND WHAT MY LIFE WAS LIKE THEN.

THE TRUTH IS--
I COULD HARDLY
UNDERSTAND IT.

HEY--
Y'GOT A
SMOKE FOR
ME?

DON'T YOU EVER BUY
YOUR OWN, THOMAS? I
MEAN, FOR CHRISSAKE,
YER ALWAYS MOOCHIN'
OFF--

FOR YEARS,
I PUSHED IT
ALL DOWN.
PUSHED IT
AWAY.

WHAT MY FATHER WAS DOING TO ME WAS SO HORRIBLE--SO UNFATHOMABLE TO A CHILD WHO TRUSTED HER DADDY MORE THAN ANYONE ALIVE--THAT MY MIND COULDN'T PROCESS IT.

WHO THE HELL
IS THAT?!

LOOKS LIKE
A MUMMY IN
A LEATHER
JACKET!

WELL, IF HE
DOESN'T GET
OUTTA THE WAY
HE'S GONNA
BE ONE DEAD
MUMMY!

UH... HOWIE...?

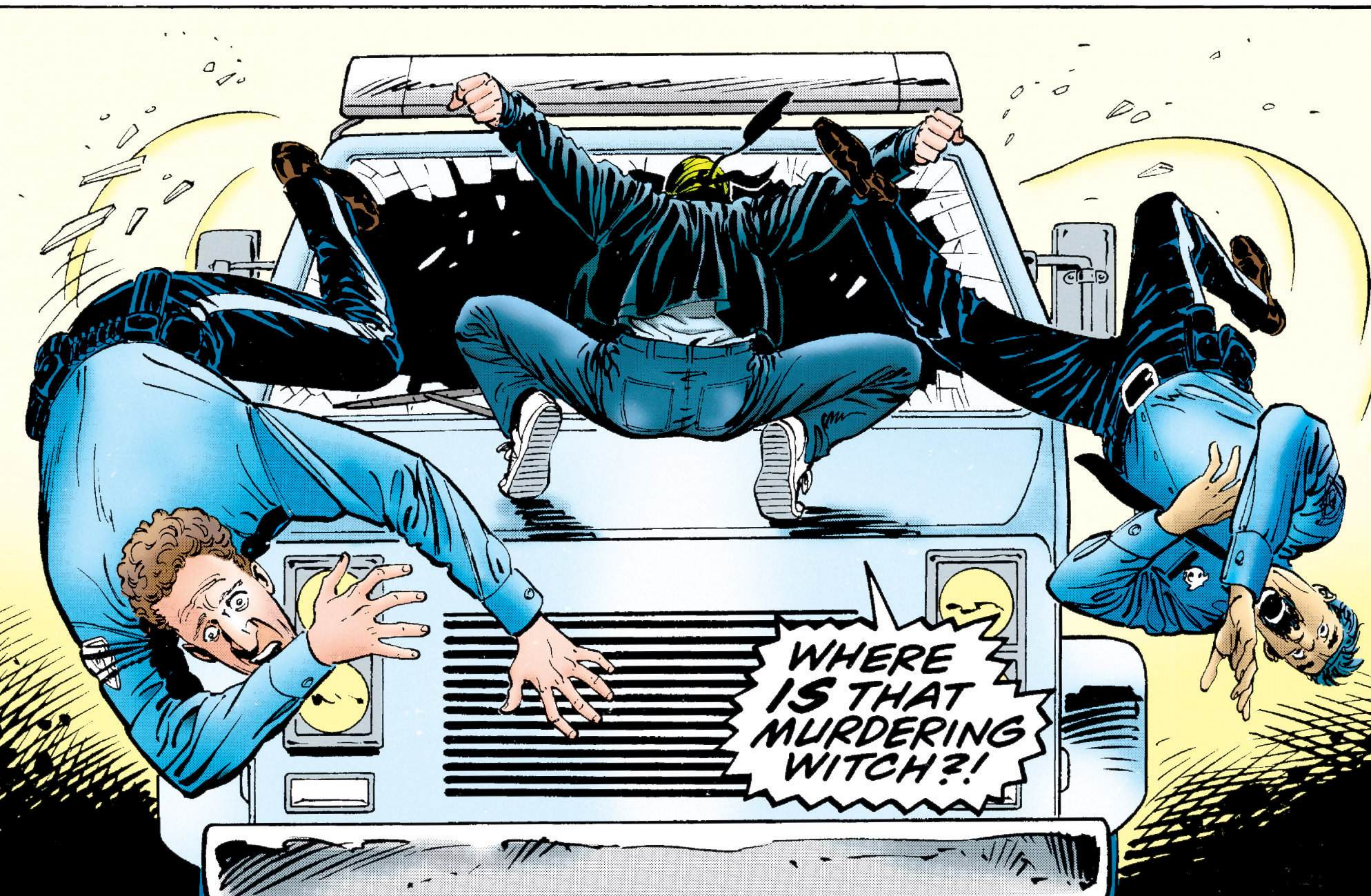
COULDN'T EVEN BEAR
TO THINK ABOUT IT.

BUT ALONG WITH
THE MEMORIES, I
WAS PUSHING
DOWN MY RAGE.
AND ONE DAY,
YEARS LATER,
WHEN I'D FINALLY
MANAGED TO
CRAWL OUT OF
THAT MONSTER'S
HOUSE AND BEGIN
A LIFE FOR MYSELF..

HE'S NOT GETTIN'
OUTTA THE WAY!!

HOWN
NKK

...THE MEMORIES CAME
ROARING UP.

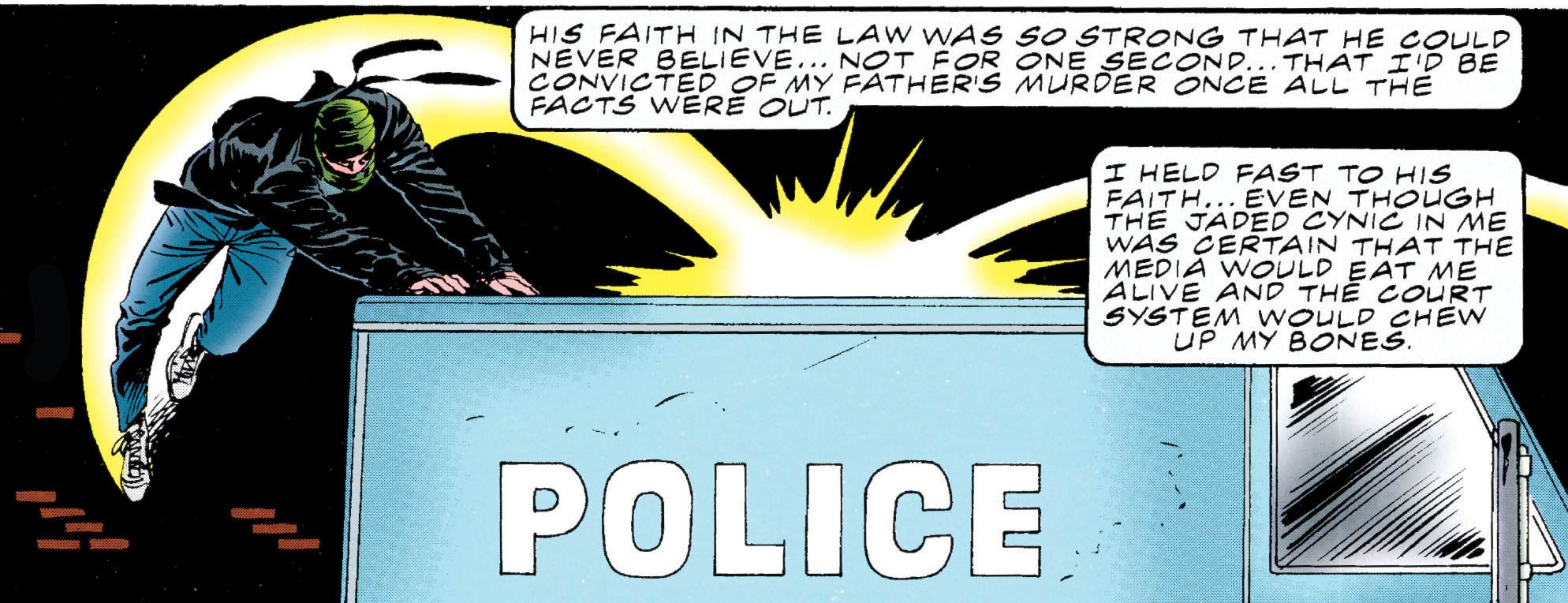




DIDN'T YOU HEAR ME--I SAID WHERE'S ELIZABETH TYNE?!

I--IN THE BACK! IN THE BACK! JUST DON'T HURT USSUUUFF!

IT WAS BEN WHO GAVE ME HOPE THAT DAY. SITTING IN THE BACK OF THE VAN, I REMEMBERED WHEN WE FIRST MET, BACK IN SALT LAKE CITY... HOW HE BEGGED ME TO GIVE MYSELF UP.



HIS FAITH IN THE LAW WAS SO STRONG THAT HE COULD NEVER BELIEVE... NOT FOR ONE SECOND... THAT I'D BE CONVICTED OF MY FATHER'S MURDER ONCE ALL THE FACTS WERE OUT.

I HELD FAST TO HIS FAITH... EVEN THOUGH THE JADED CYNIC IN ME WAS CERTAIN THAT THE MEDIA WOULD EAT ME ALIVE AND THE COURT SYSTEM WOULD CHEW UP MY BONES.

POLICE



WHAT WAS LEFT WOULD BE TOSSED INTO THE GAS CHAMBER.

RAKKT!



THEN SUDDENLY IT SEEMED AS IF MY EXECUTION WOULD COME...

YOU'RE A DEAD WOMAN, TYNE.

...LONG BEFORE
I ARRIVED ON
DEATH ROW.



DON'T EVEN
THINK ABOUT
IT, LADIES.

'STEADA
WORRYIN' ABOUT
US...YOU OUGHTA
WORRY 'BOUT
THAT GIRL--

THAT
MAN WAS
CRAZY.



"HE'S GONNA
KILL HER."



SO--
WHADDA YOU
THINK?

AM I A GOOD
ACTOR OR
WHAT?

YOU'RE
AN--

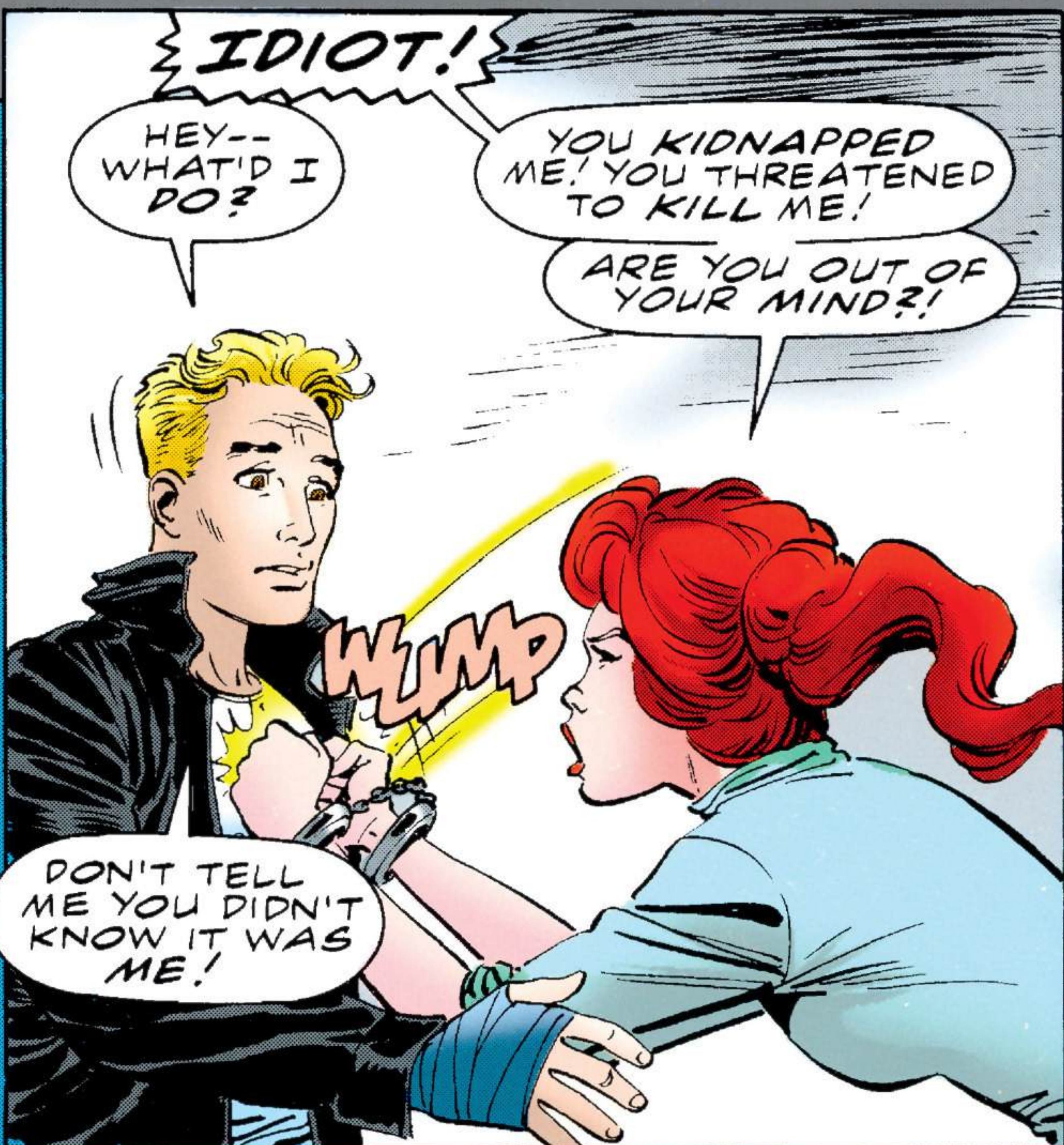


IDIOT!

HEY--
WHAT'D I
DO?

YOU KIDNAPPED
ME! YOU THREATENED
TO KILL ME!

ARE YOU OUT OF
YOUR MIND?!



It was hard **ENOUGH** breaking the law like that. Going against everything I was raised to believe in. But when I realized that I'd **SCARED** her so--

I THOUGHT YOU REMEMBERED THIS GET UP FROM SALT LAKE. AND I THOUGHT FOR **SURE** YOU'D RECOGNIZE MY VOICE.

IT DIDN'T SOUND LIKE YOU, BEN. IT SOUNDED LIKE... LIKE THAT MANIAC **KAINE**. I THOUGHT--

OH, GOD, SWEETIE-- I'M SO SORRY.

I JUST FIGURED IF I THREATENED YOU IN FRONT OF WITNESSES, NO ONE WOULD **EVER** THINK THAT YOU WERE IN ON THIS.

It was no small decision, deciding to break Janine out. I was feeling confused, **GUILTY**. And a little ashamed.

BUT I WASN'T IN ON IT. I HAD NO IDEA YOU'D DO SOMETHING LIKE THIS, BEN... IT ISN'T LIKE YOU TO--

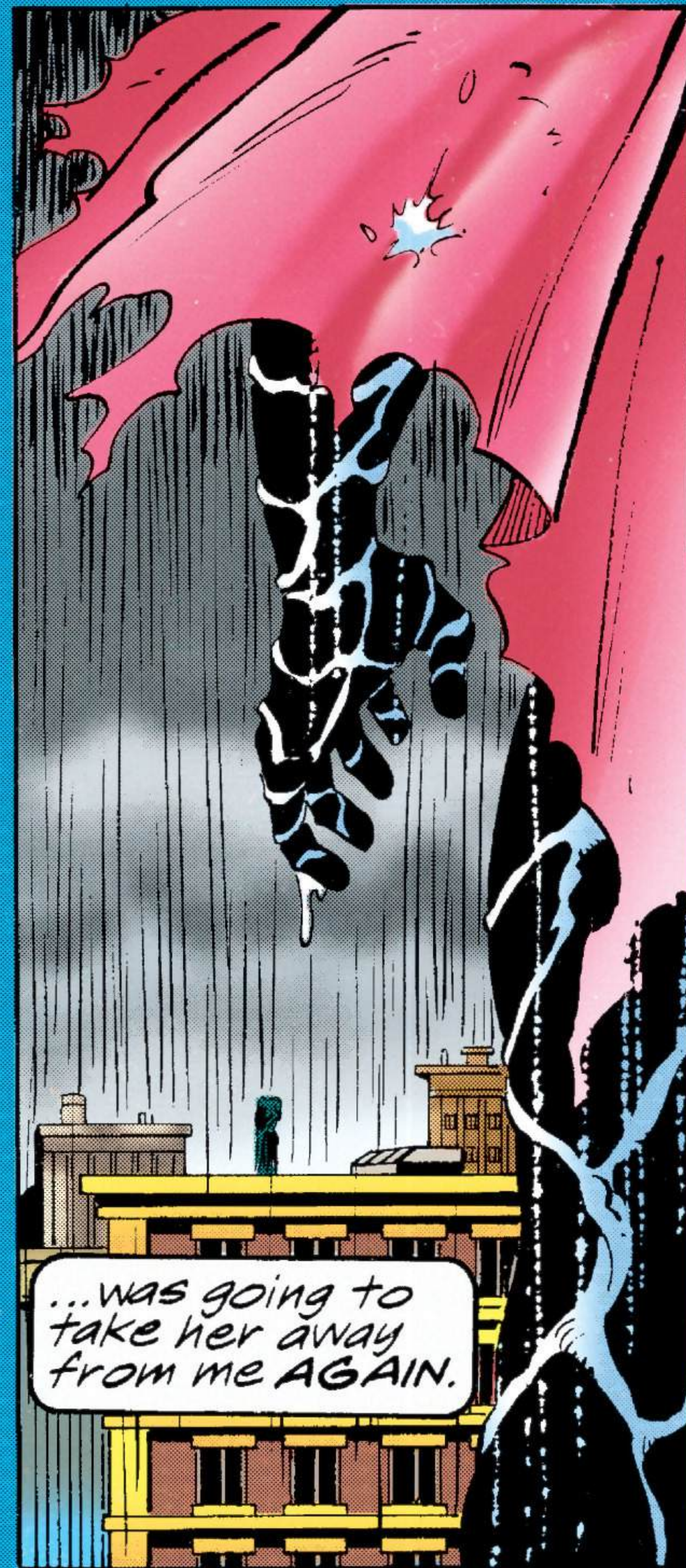
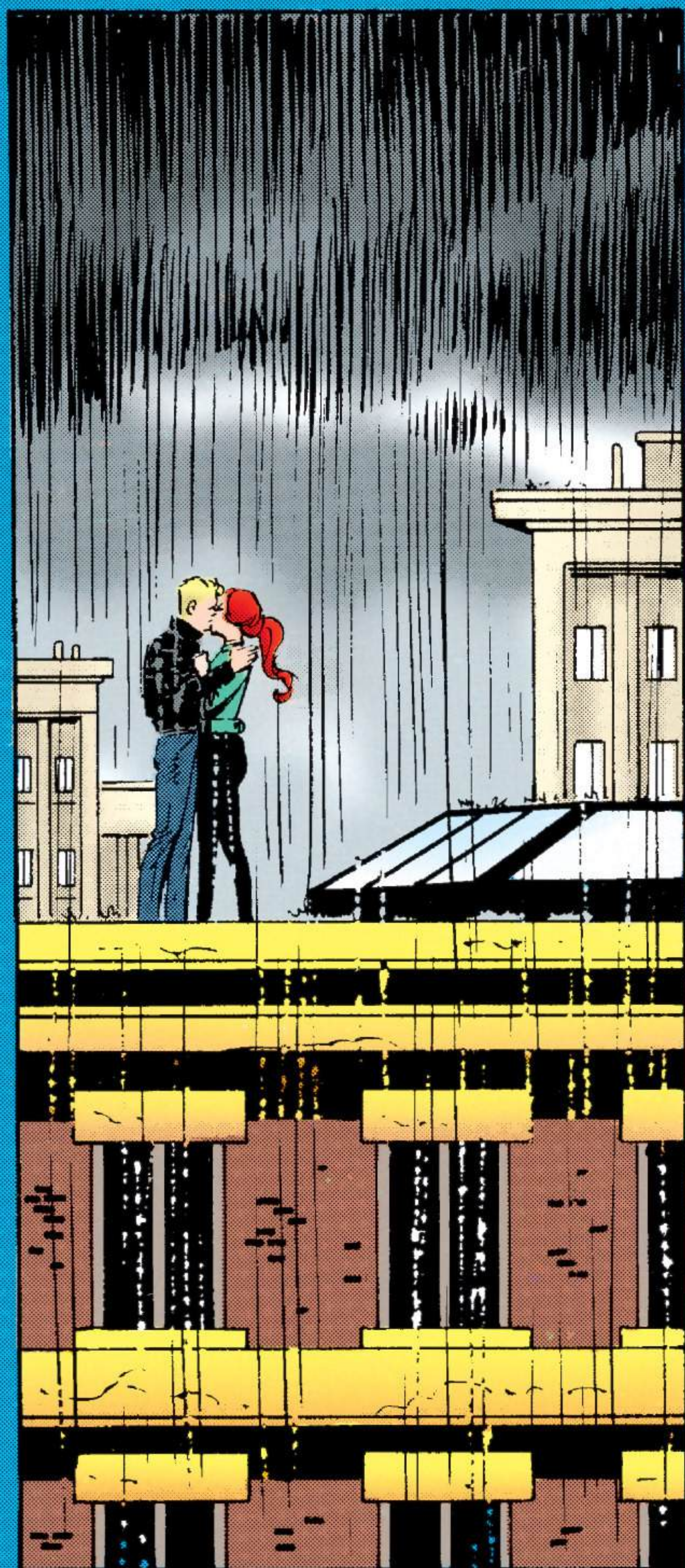
WHAT'RE YOU SAYING? THAT I SHOULD'VE LEFT YOU THERE?

NO, NO-- THAT'S NOT WHAT I'M SAYING. I **LOVE** YOU. THE ONLY PLACE ON EARTH WHERE I'M HAPPY IS BY YOUR SIDE. IT'S JUST THAT--

NOT ANOTHER WORD, JANINE. WE'RE LEAVING. GETTING OUT OF THIS CITY... OUT OF THIS **COUNTRY** IF WE HAVE TO--

But Janine was my life. She was **EVERYTHING** to me. She'd already been taken away from me **ONCE**. And nothing--not the police, not that lunatic Kaine...

--AND STARTING OVER.



...was going to take her away from me **AGAIN**.

I SHOULD HAVE BEEN FEELING PRIDE. SATISFACTION.

AFTER ALL, WASN'T I THE ONE WHO LURED JANINE BACK INTO REILLY'S LIFE, WHO GAVE HIM HOPE AGAIN...

...ONLY TO TEAR IT OUT OF HIS HANDS BY TIPPING THE POLICE OFF TO HER WHEREABOUTS?

HADN'T MY RECENT MIND-GAMES AND MANIPULATIONS CHIPPED AWAY AT REILLY'S SENSE OF SELF...

...DRIVING HIM TO ACTIONS THAT MADE HIM AS MUCH A CRIMINAL AS I WAS?

IT WAS IMPORTANT TO ME THAT HE SEE IT... THAT HE REALIZE HOW MUCH ALIKE WE WERE...

...BEFORE THE GAME WAS ENDED.

YET AS I TUMBLED FROM THAT ROOFTOP-- EVERY NERVE-ENDING ON FIRE FROM THE CELLULAR DEGENERATION THAT WAS KILLING ME... THAT MY SPECIALLY-DESIGNED SUIT COULD SLOW BUT NEVER STOP-- IT WASN'T MY PAIN THAT MADE ME SCREAM.

IT WAS MY SHAME.

SHAME AT WHAT I'D DONE TO JANINE. NOT JUST THEN, BUT ALL THOSE YEARS BEFORE IN SANTA CRUZ.

"SHE'S SUFFERED ENOUGH, KAINE." THAT'S WHAT REILLY'D SAID TO ME A FEW NIGHTS BEFORE. "YOU, OF ALL PEOPLE, SHOULD UNDERSTAND THAT."

AND I DID. JANINE HAD SUFFERED ENOUGH. IN HER OWN WAY SHE WAS AS MUCH AN OUTCAST, AS MUCH A PARIAH, AS I WAS.

BUT MAYBE THAT'S WHY, I THOUGHT, IT HAS TO BE THIS WAY.

MAYBE THAT'S WHY MY FATE IS AS BOUND TO HERS...

...AS TO
REILLY'S.

REILLY-- WHOSE CELLS HAD GIVEN
ME LIFE. WHO GAVE MY EXISTENCE
FORM AND MEANING. HE WAS
EVERYTHING I DESPISED.

BUT HE WAS ALSO--AND
I COULD NO LONGER
HIDE THIS TRUTH FROM
MYSELF--THE EMBODI-
MENT OF EVERYTHING I
WANTED TO BE--AND
NEVER COULD. BECAUSE
I WAS JUST A CLONE...
A FAILED EXPERIMENT...

...AND HE WAS A MAN.

A MAN WHO'D FACED
ALL THE HARDSHIPS
LIFE COULD OFFER--
AND TRIUMPHED
OVER THEM.

I'D ALWAYS LOATHED
REILLY'S ADHERENCE TO
IDEALS, LAUGHED AT IT.

NO--
I WON'T
WEAR
THIS ANY
MORE!

...NO...

AND HE'D TRIUMPHED WITH
HIS HUMANITY, HIS ESSENTIAL
DECENCY, INTACT.

I WON'T--

YET NOW THAT I'D PUSHED HIM
OVER THE EDGE, FORCED HIM TO
STEP OUTSIDE THE LAW, TRAMPLED
ON HIS PRECIOUS MORALITY...
I WAS HEARTSICK.

YES, WE WERE ALIKE,
REILLY AND I--AND
YES, I WANTED HIM
TO KNOW THAT.

YOU WORTHLESS
DISHEVELLED WRECK!
YOU WASTE OF A
HUMAN LIFE!

I WAS ANGRY.

YOU!!

WHAT
ARE YOU
LOOKING
AT?!

NOTHIN'. I
AIN'T LOOKIN'
AT NOTHIN'!

BUT I REALIZED, IN
THAT AWFUL MOMENT,
THAT WHAT I'D
REALLY WANTED
WASN'T TO PROVE
THAT BEN WAS
LIKE ME-- BUT TO
PROVE THAT I...

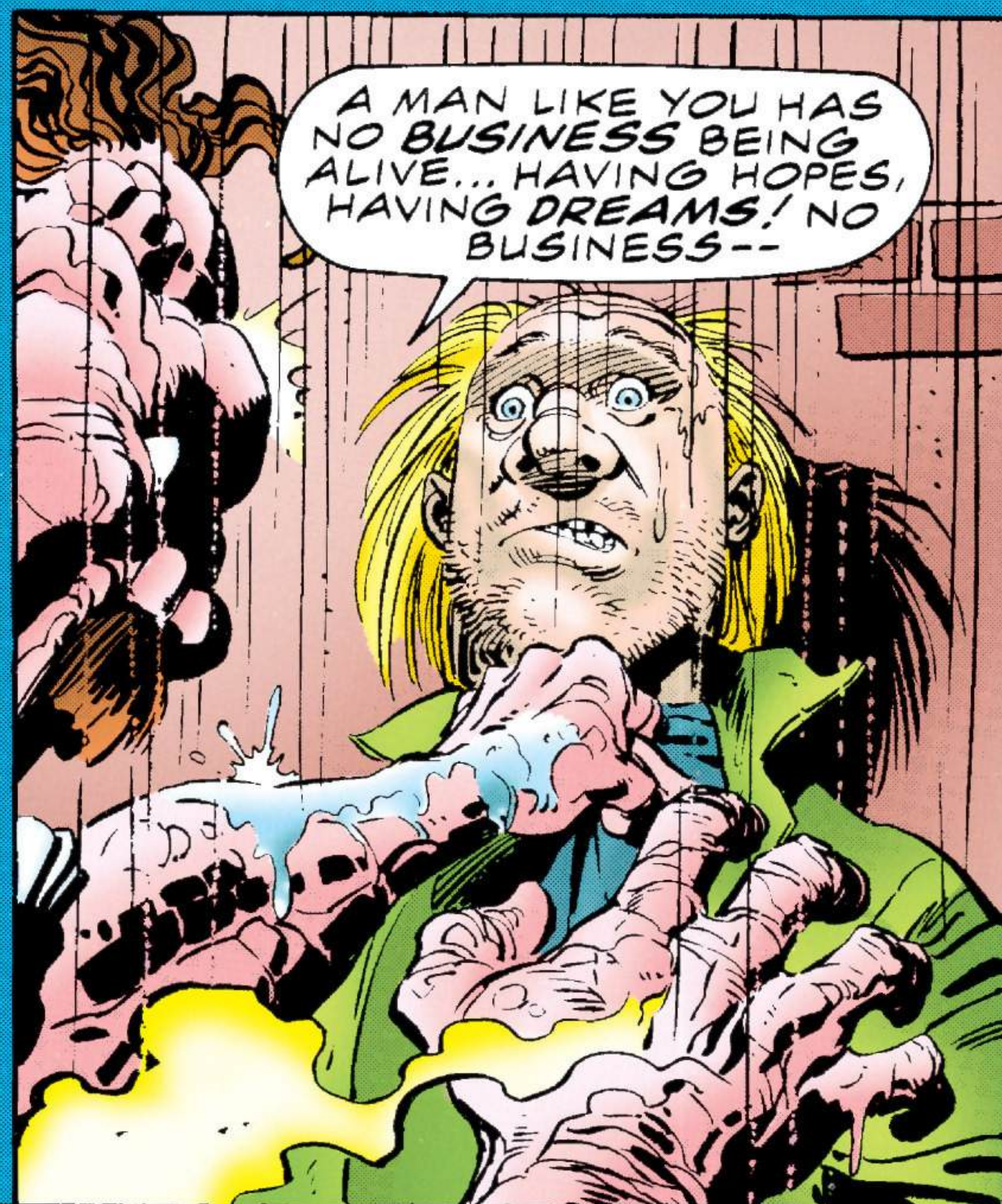


...WAS LIKE HIM.

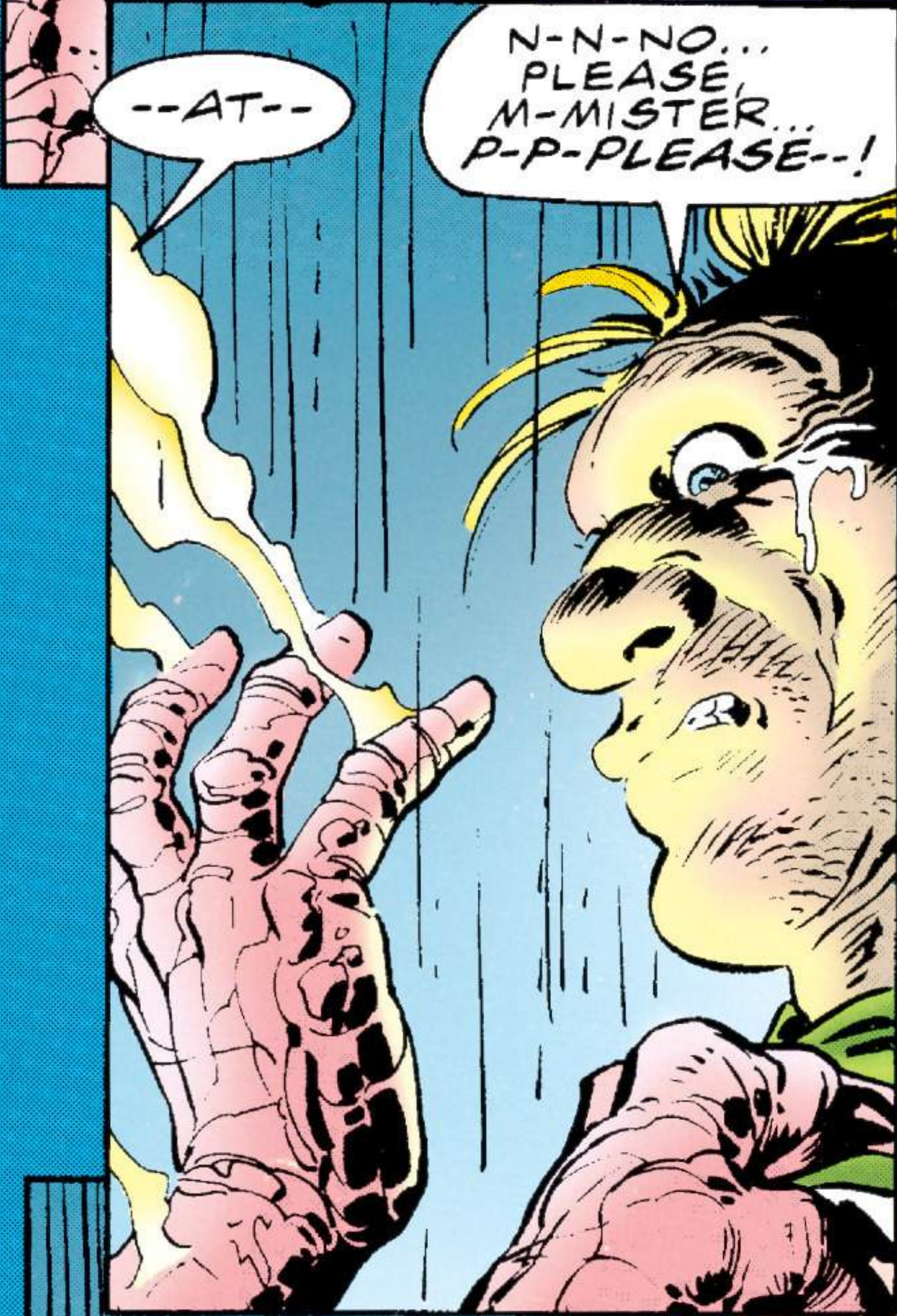
YOU'RE A JOKE!

A CARBON COPY OF HUMANITY!

A BADLY-DRAWN CARTOON!



A MAN LIKE YOU HAS NO BUSINESS BEING ALIVE... HAVING HOPES, HAVING DREAMS! NO BUSINESS--

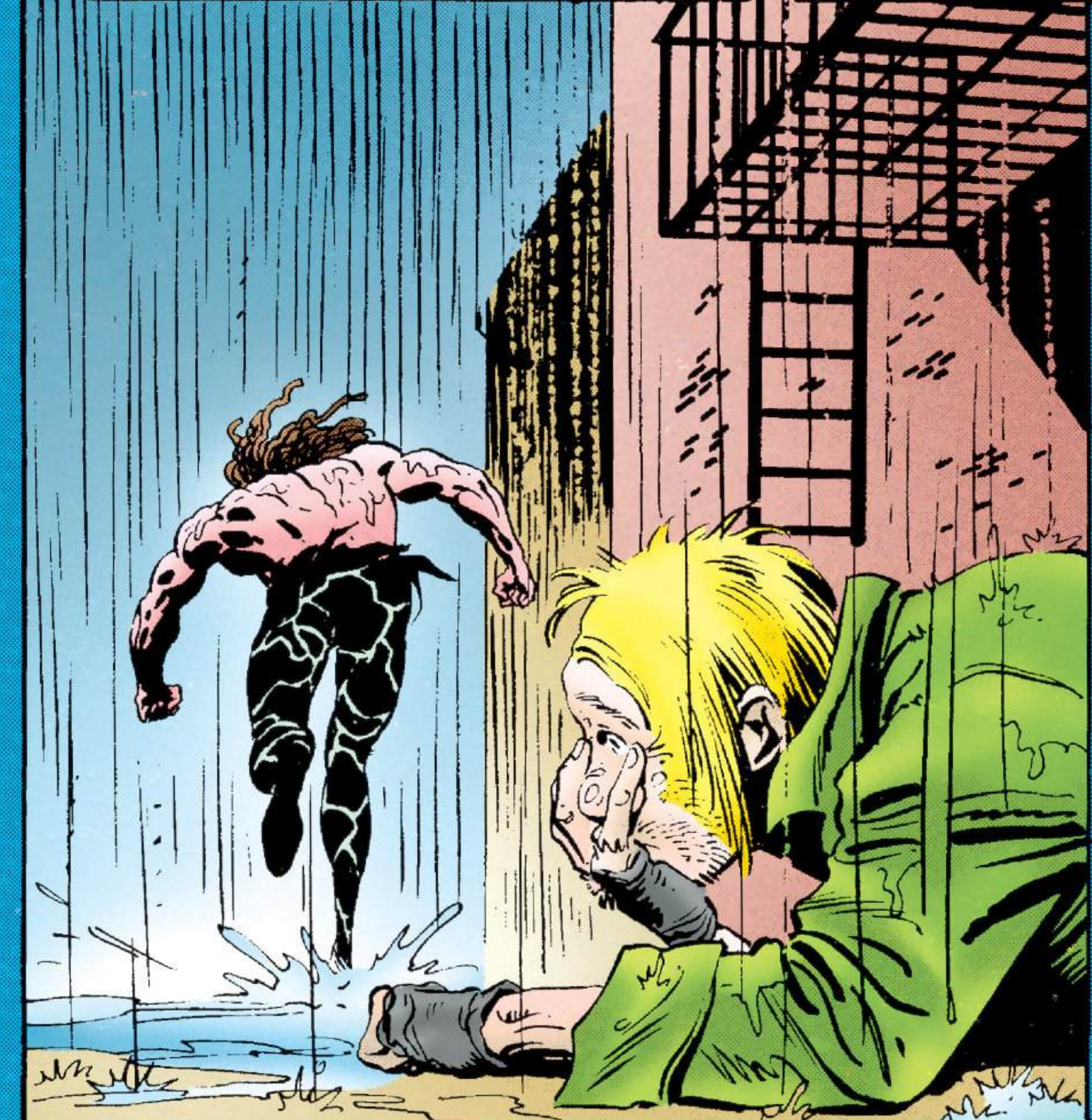


--AT--

N-N-NO... PLEASE M-MISTER... P-P-PLEASE--!



AS I LET THAT POOR MAN FALL, UNHARMED, TO THE GROUND-- I KNEW THE TIME HAD COME. AFTER FIVE UNENDURABLE YEARS, THE GAME HAD TO END. IT WOULD END--THAT NIGHT: FOR ME...





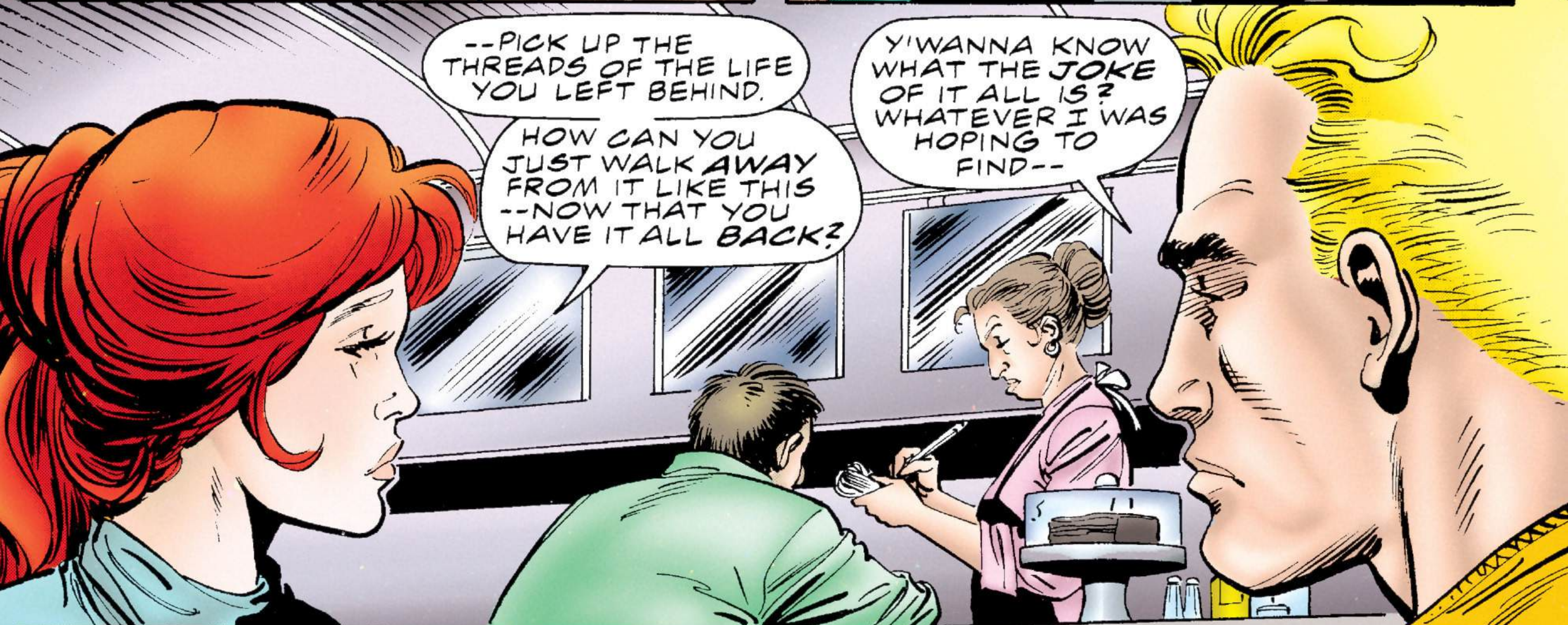
...AND FOR BEN REILLY.

--EVEN IF THE COPS ARE WATCHING THE PLACE...I SHOULD BE ABLE TO SLIP IN THERE AND GRAB SOME THINGS.



I'VE GOT SOME CASH STASHED AWAY FOR AN EMERGENCY--AND THIS CERTAINLY QUALIFIES.

BEN, ARE YOU SURE?
WHEN WE WERE TOGETHER... BEFORE ...YOU USED TO TALK ABOUT HOW MUCH IT WOULD MEAN TO YOU IF YOU COULD COME BACK HERE--



--PICK UP THE THREADS OF THE LIFE YOU LEFT BEHIND.

HOW CAN YOU JUST WALK AWAY FROM IT LIKE THIS --NOW THAT YOU HAVE IT ALL BACK?

Y'WANNA KNOW WHAT THE JOKE OF IT ALL IS? WHATEVER I WAS HOPING TO FIND--

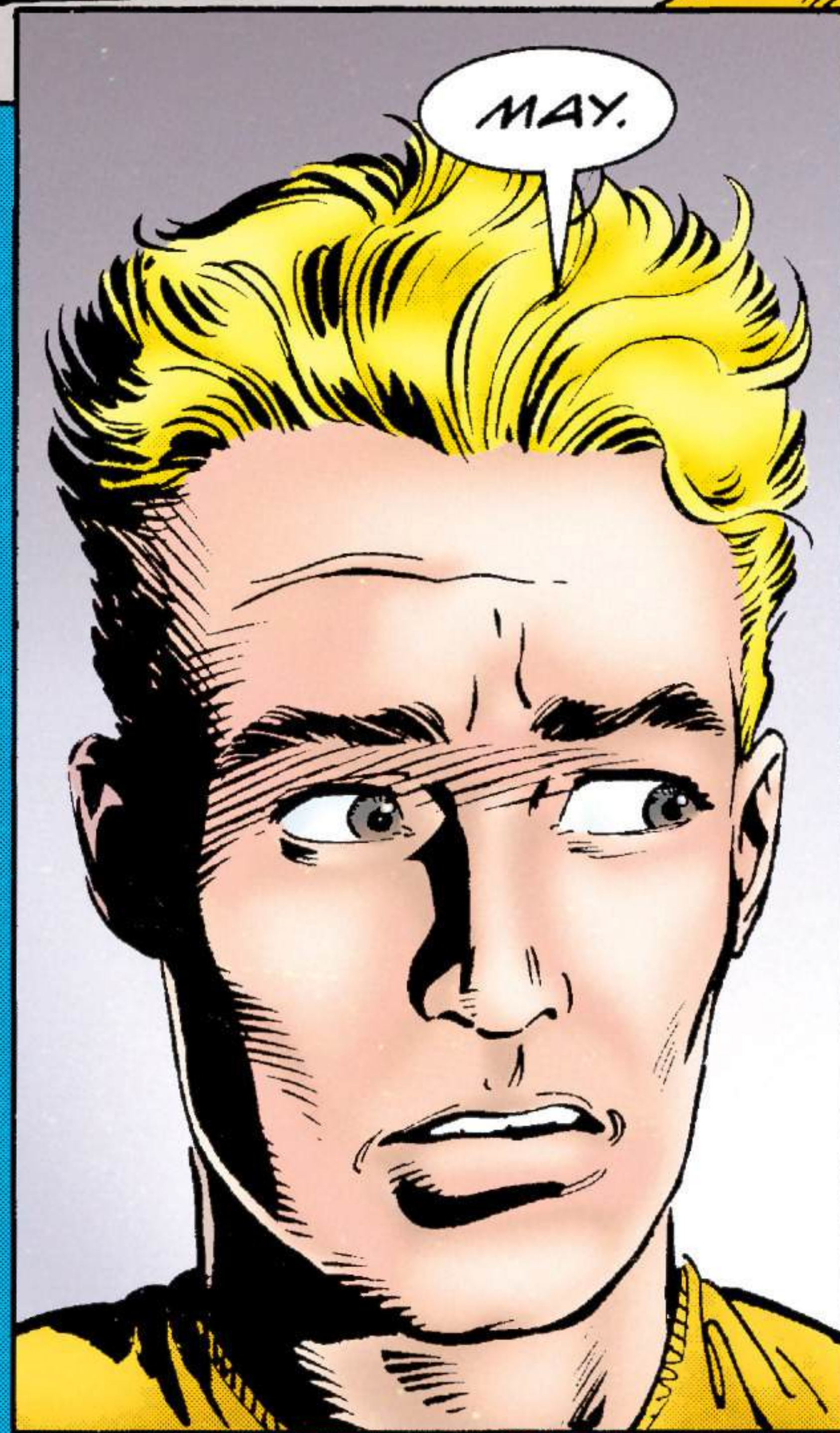


--WHATEVER I EXPECTED TO COME HOME TO--

--WAS LONG GONE WHEN I GOT HERE.



YOU CAN'T MEAN THAT. YOU USED TO TALK FOR HOURS ABOUT YOUR FAMILY...YOUR AUNT. WHAT WAS HER NAME...?

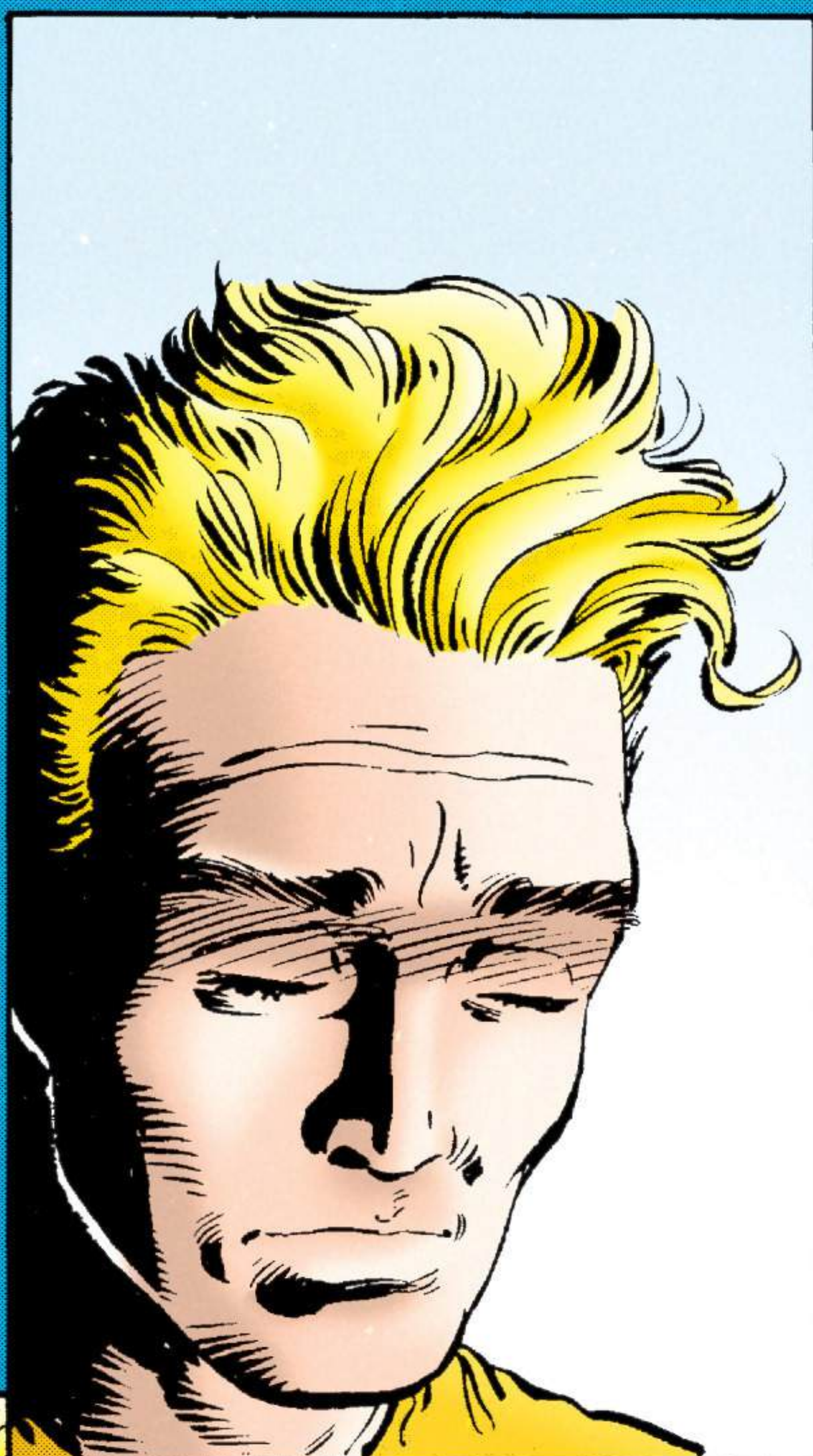


MAY.



AND YOU'RE RIGHT, AUNT MAY... SHE WAS SO IMPORTANT TO ME.

AND AT LEAST I GOT TO SEE HER-- EVEN IF I NEVER REALLY HAD A CHANCE TO TALK TO HER... TELL HER HOW MUCH SHE--



MAY'S GONE--AND THE PEOPLE I KNEW BEFORE, THE FRIENDS I HAD, ARE EITHER DEAD NOW OR--

--IRRELEVANT.



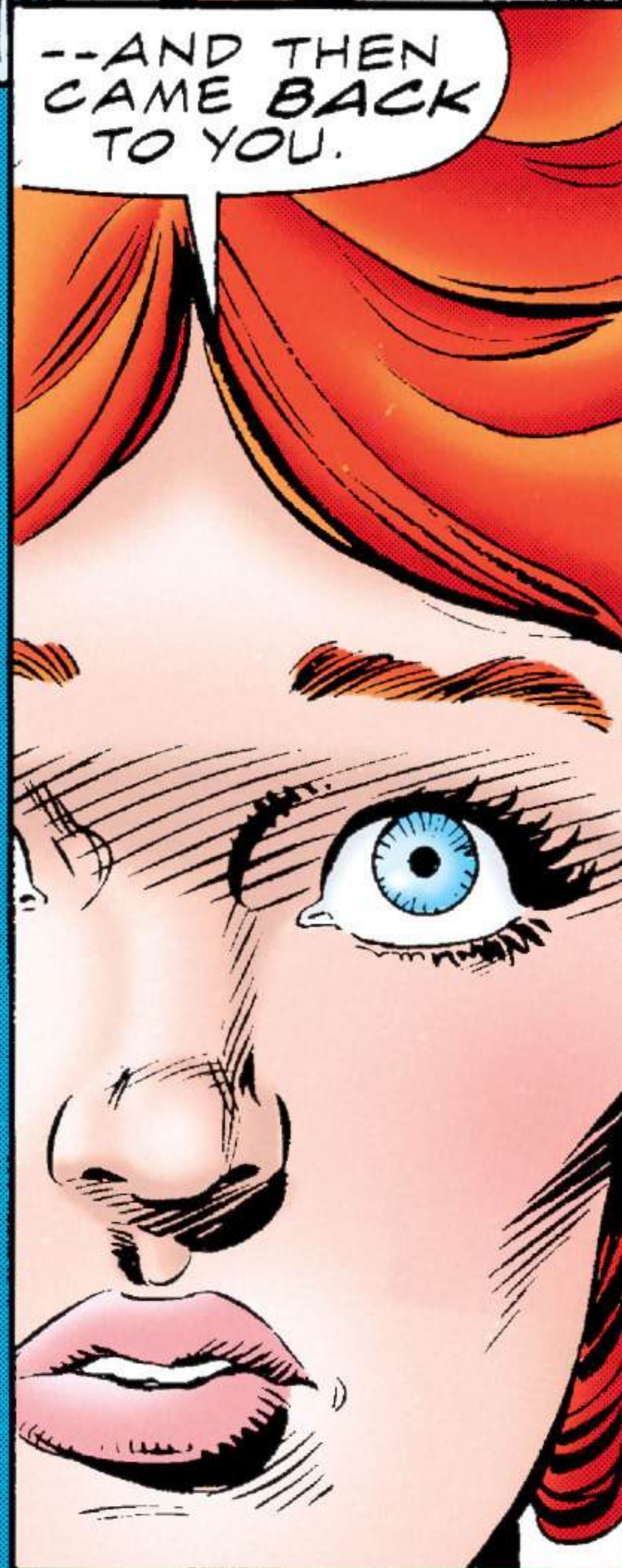
I'M NOT PETER PARKER, JANINE. I HAVEN'T BEEN PETER-- FOR A VERY LONG TIME. I'M BEN REILLY-- AND THE ONLY THING IN THIS LIFE THAT I NEED--

--IS YOU.



BUT, SWEETHEART --THERE'S STILL ONE THING WE NEED TO TALK ABOUT BEFORE WE GO. BEFORE WE CAN REALLY BEGIN A NEW LIFE TOGETHER--

I KNOW, SANTA CRUZ. THE STORY OF HOW I "DIED"--



--AND THEN CAME BACK TO YOU.



YOU'RE RIGHT, BEN. IT'S TIME YOU KNEW IT ALL.

IF WE'RE EVER GOING TO FIND THE HAPPINESS WE'RE BOTH SO DESPERATE FOR--

--IT WAS TIME HE KNEW.

SANTA CRUZ IS A COLLEGE TOWN: LOTS OF YOUNG PEOPLE, LOTS OF TRANSIENTS... WHICH MEANT WE WOULDN'T STICK OUT LIKE A COUPLE OF SORE THUMBS.



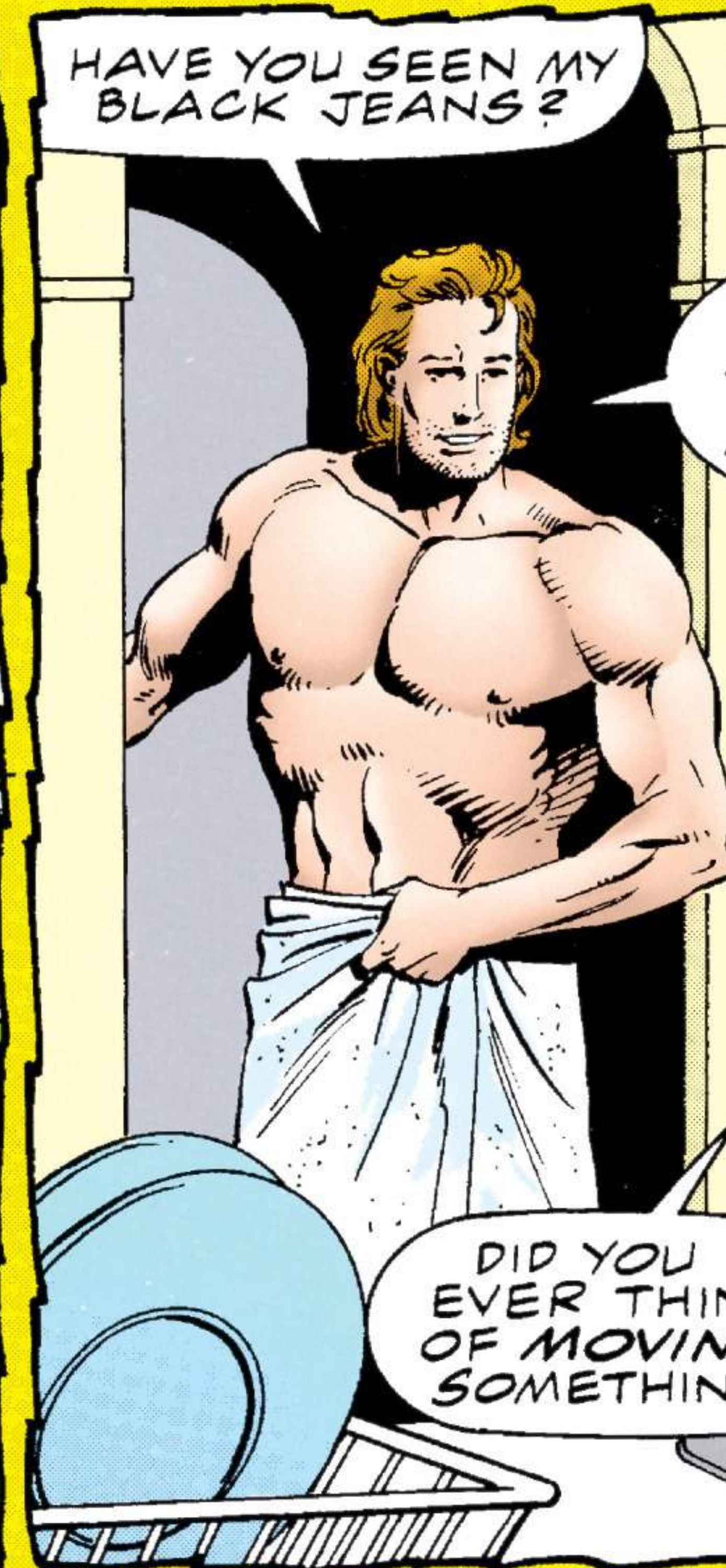
WE'D BEEN THERE FOR A FEW MONTHS -- PASSING OURSELVES OFF AS YOUNG MARRIEDS NAMED **GEORGE** AND **MARY BAILEY**. (WHAT CAN I SAY? WE WERE BOTH CAPRA-FANATICS.)

BUT AT HOME, IN THE LITTLE APARTMENT WE WERE RENTING ON THE TOP FLOOR OF AN OLD VICTORIAN...



...WE WERE STILL BEN AND JANINE.

...HEY, SWEETIE?

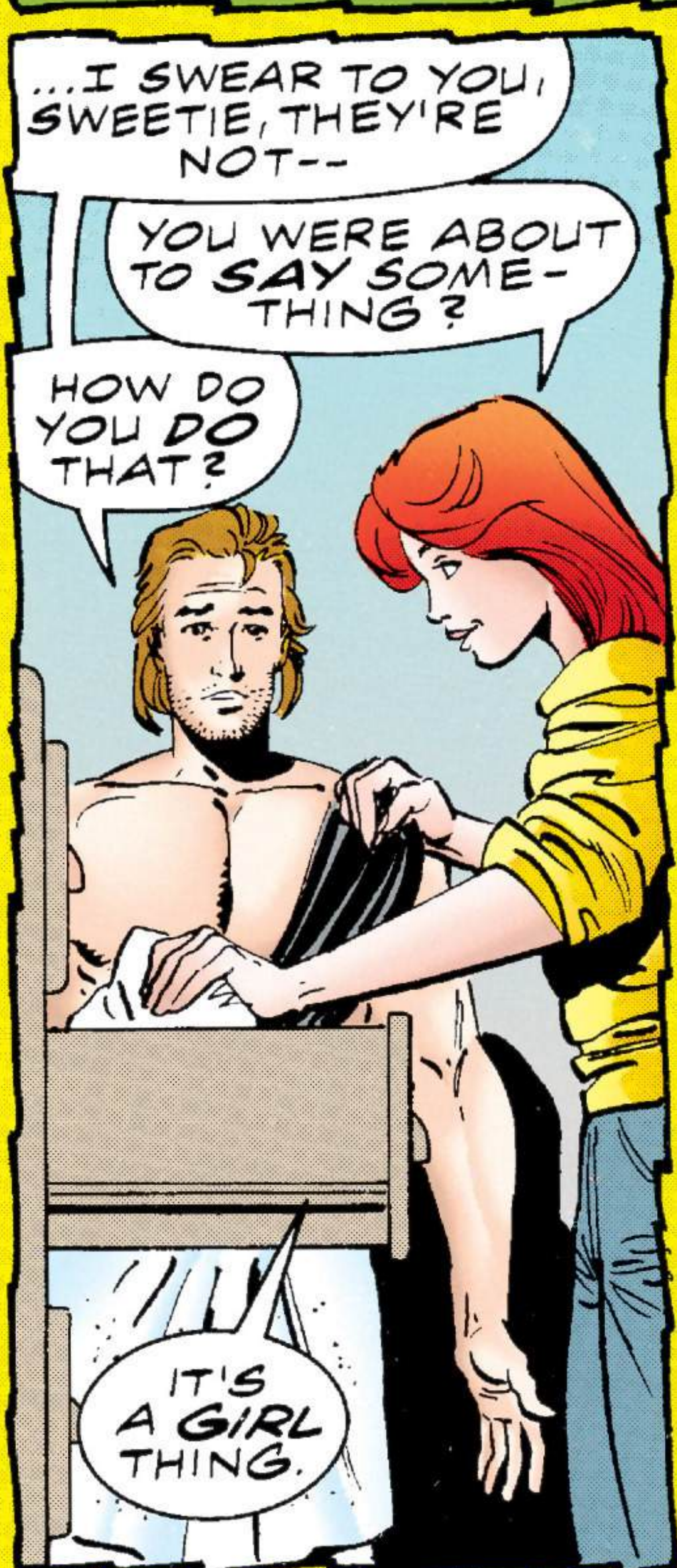


HAVE YOU SEEN MY BLACK JEANS?

THEY'RE WHERE THEY ALWAYS ARE: SECOND DRAWER DOWN IN THE BEDROOM DRESSER.

BUT I LOOKED THERE, ALREADY.

DID YOU EVER THINK OF MOVING SOMETHING?

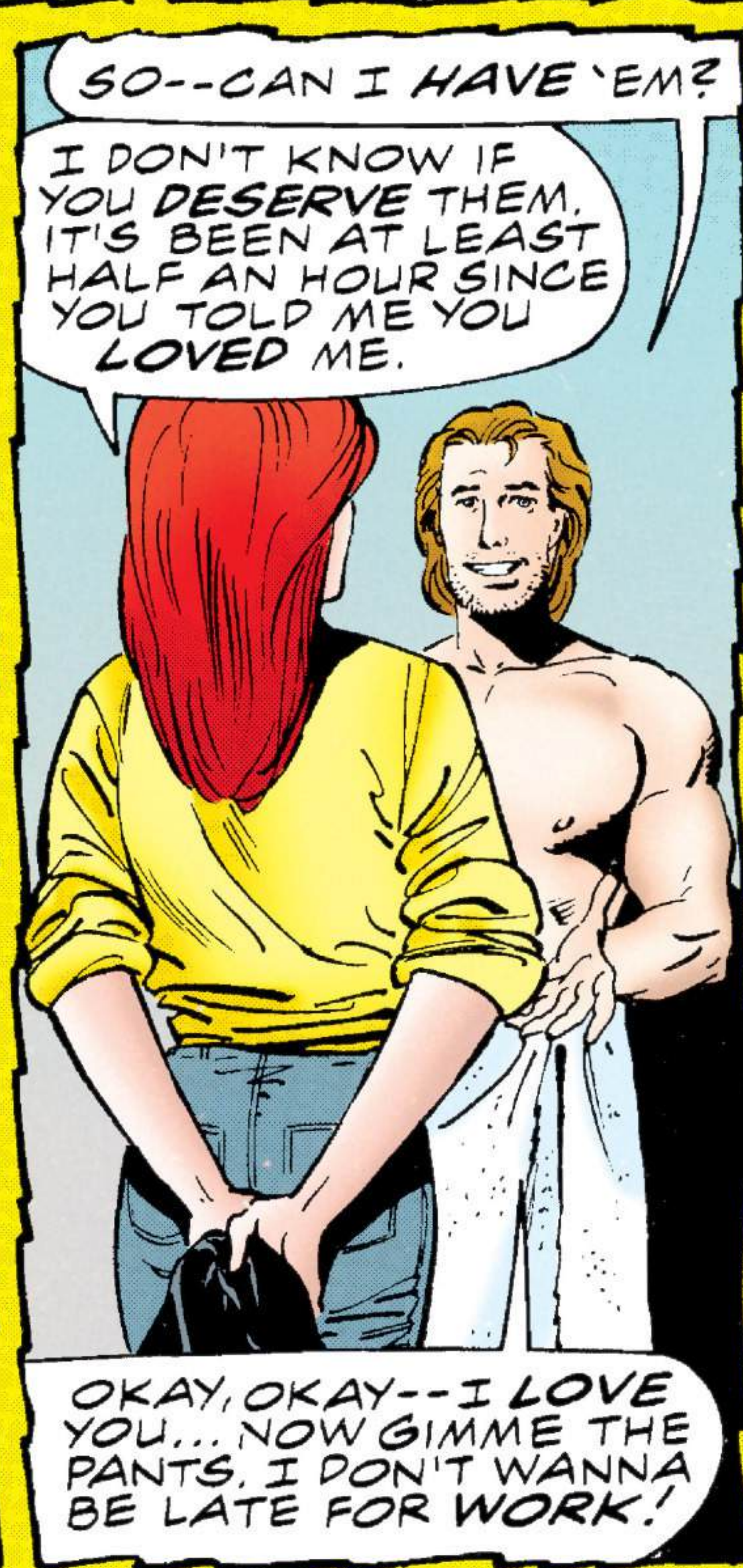


...I SWEAR TO YOU, SWEETIE, THEY'RE NOT--

YOU WERE ABOUT TO SAY SOMETHING?

HOW DO YOU DO THAT?

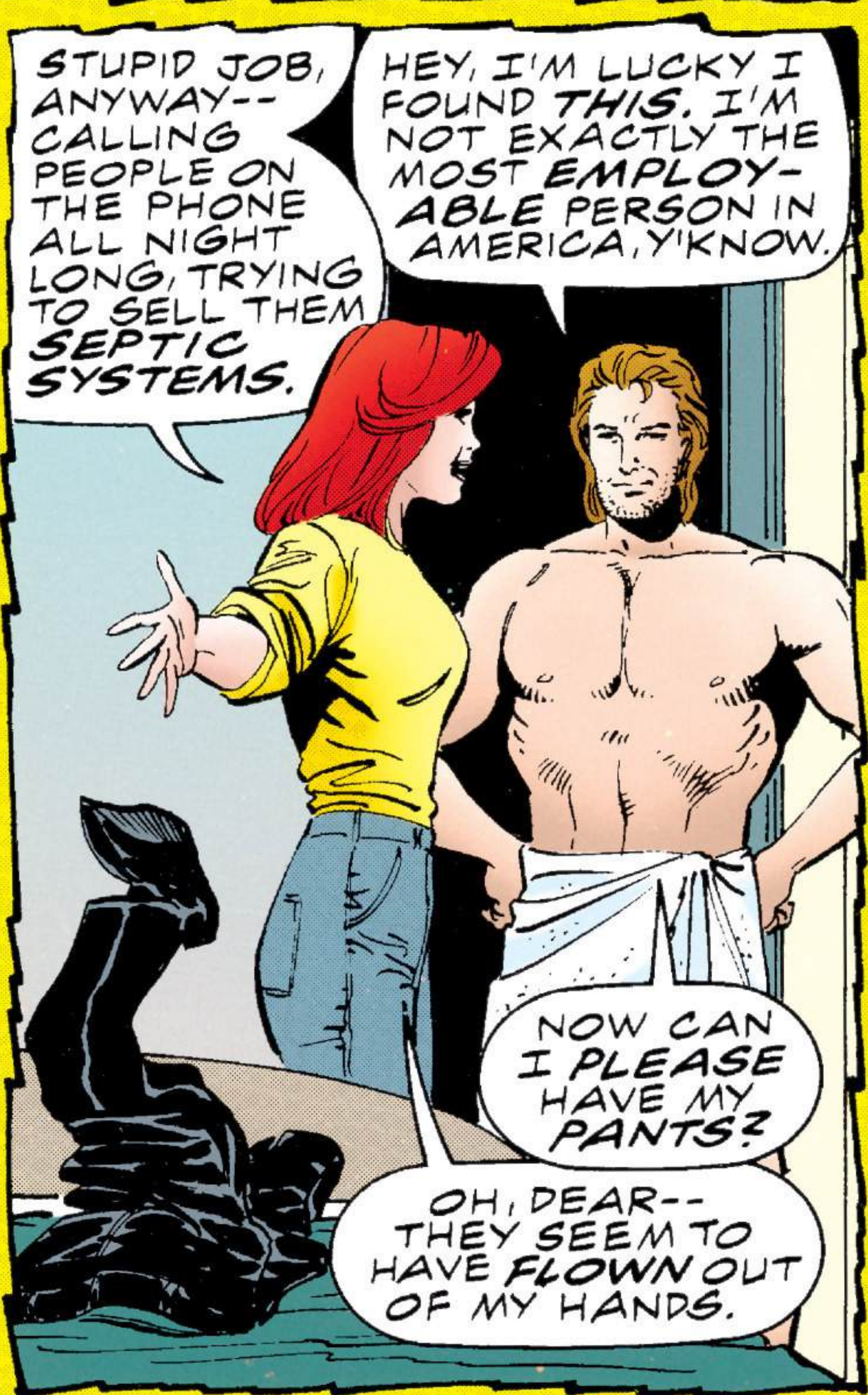
IT'S A GIRL THING.



SO--CAN I HAVE 'EM?

I DON'T KNOW IF YOU DESERVE THEM. IT'S BEEN AT LEAST HALF AN HOUR SINCE YOU TOLD ME YOU LOVED ME.

OKAY, OKAY--I LOVE YOU... NOW GIMME THE PANTS. I DON'T WANNA BE LATE FOR WORK!

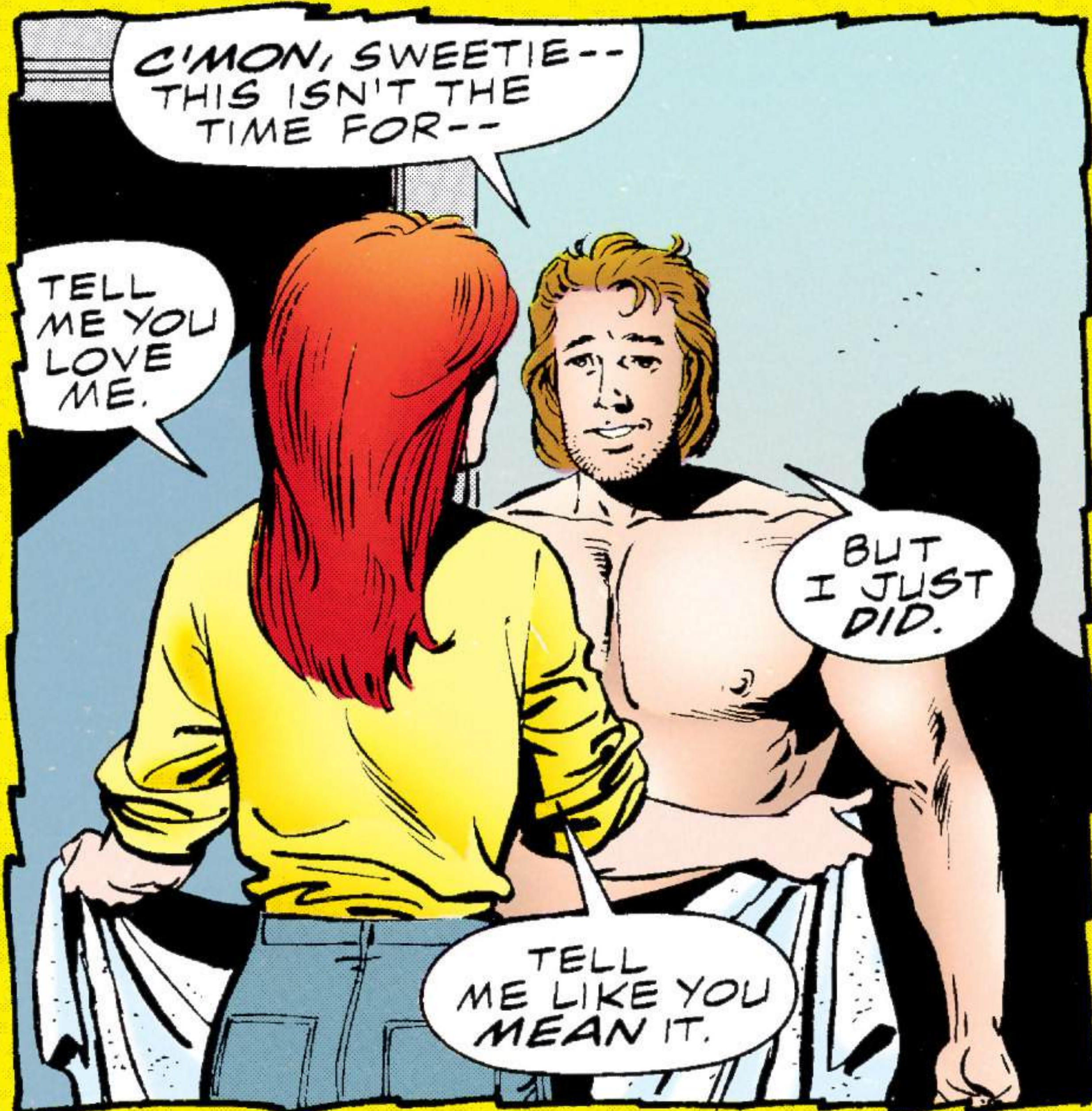


STUPID JOB, ANYWAY-- CALLING PEOPLE ON THE PHONE ALL NIGHT LONG, TRYING TO SELL THEM SEPTIC SYSTEMS.

HEY, I'M LUCKY I FOUND THIS. I'M NOT EXACTLY THE MOST EMPLOYABLE PERSON IN AMERICA, Y'KNOW.

NOW CAN I PLEASE HAVE MY PANTS?

OH, DEAR-- THEY SEEM TO HAVE FLOWN OUT OF MY HANDS.

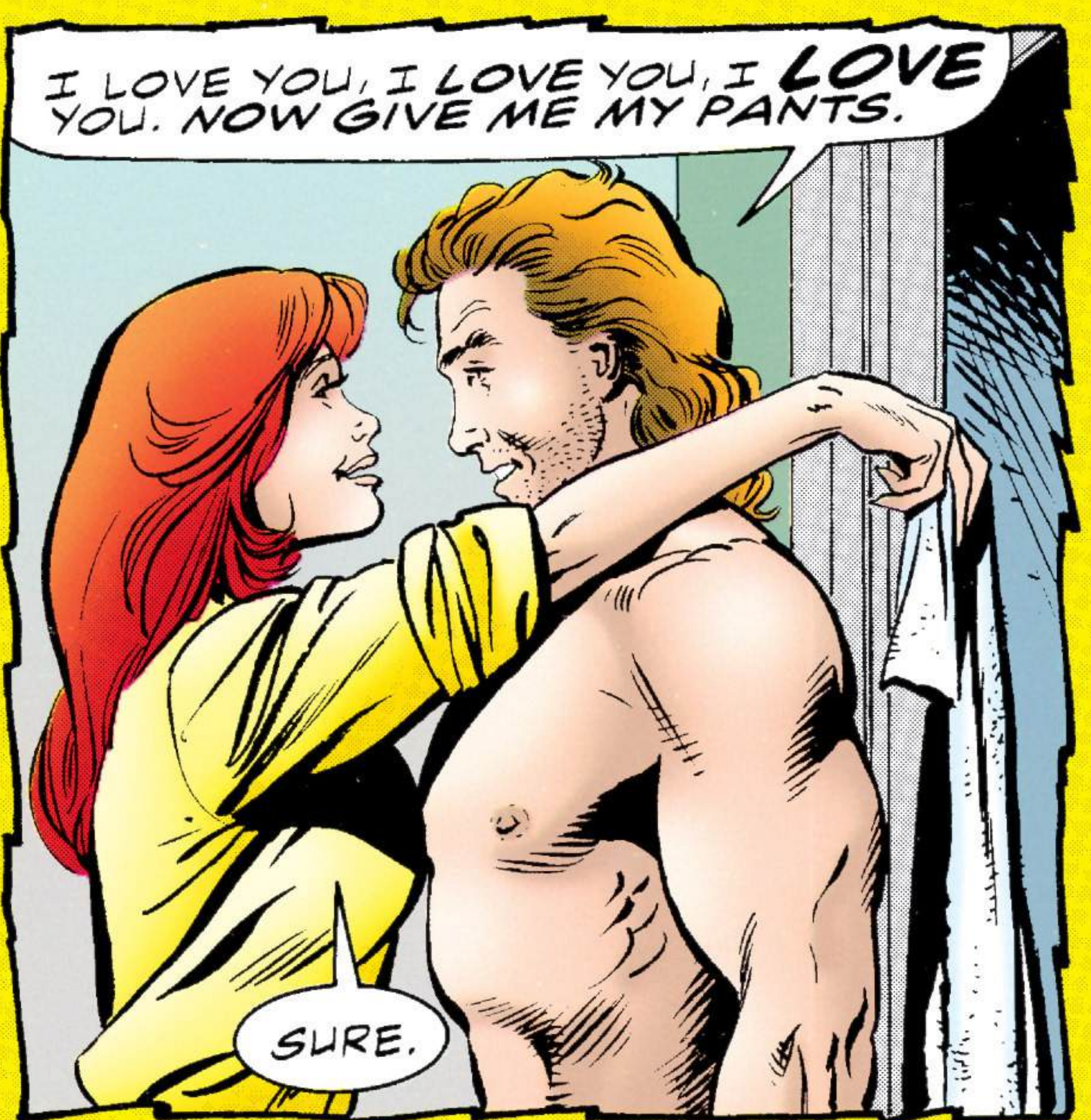


C'MON, SWEETIE--
THIS ISN'T THE
TIME FOR--

TELL
ME YOU
LOVE
ME.

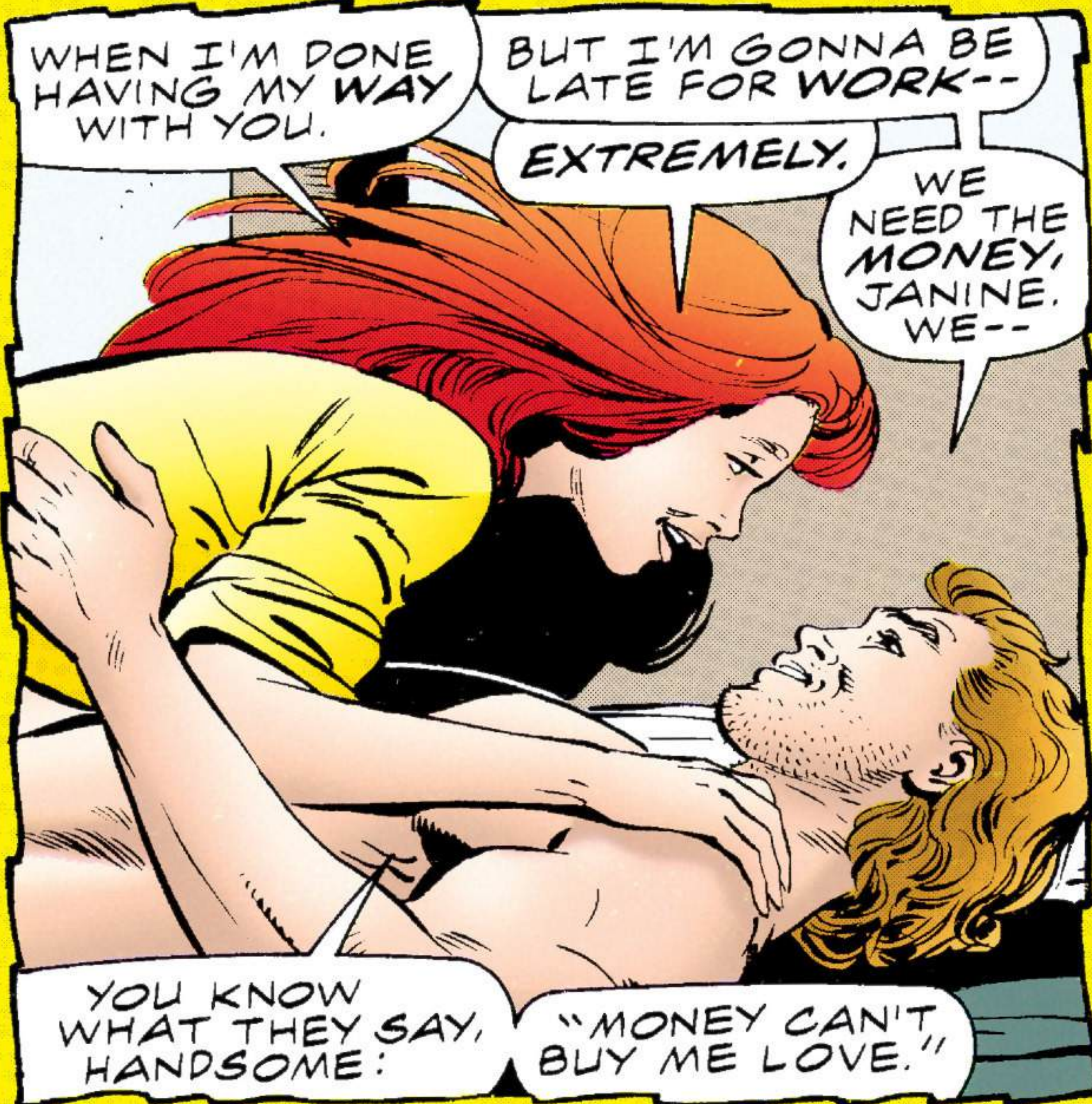
BUT
I JUST
DID.

TELL
ME LIKE YOU
MEAN IT.



I LOVE YOU, I LOVE YOU, I LOVE
YOU. NOW GIVE ME MY PANTS.

SURE.



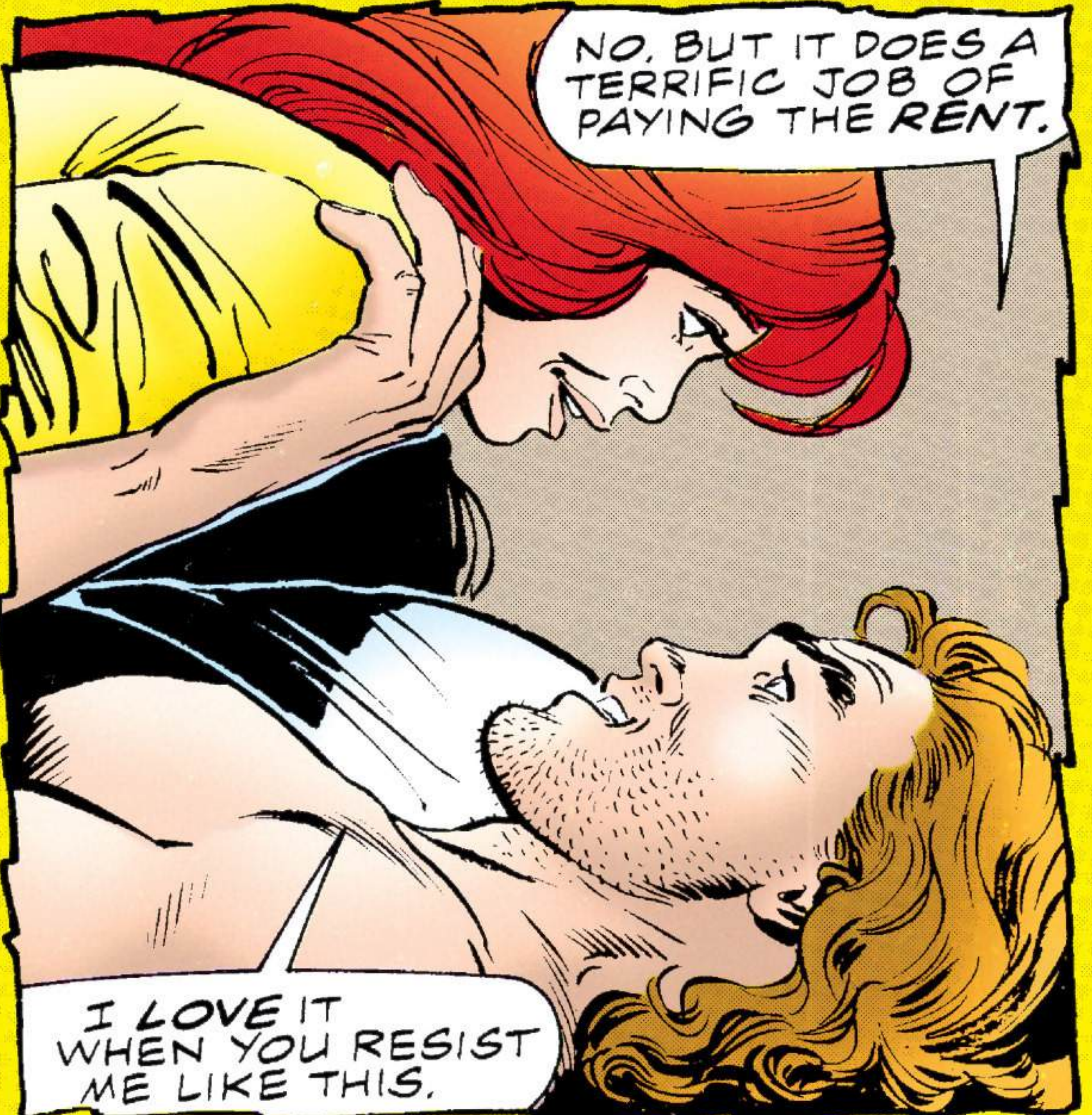
WHEN I'M DONE
HAVING MY WAY
WITH YOU.

BUT I'M GONNA BE
LATE FOR WORK--
EXTREMELY.

WE
NEED THE
MONEY,
JANINE.
WE--

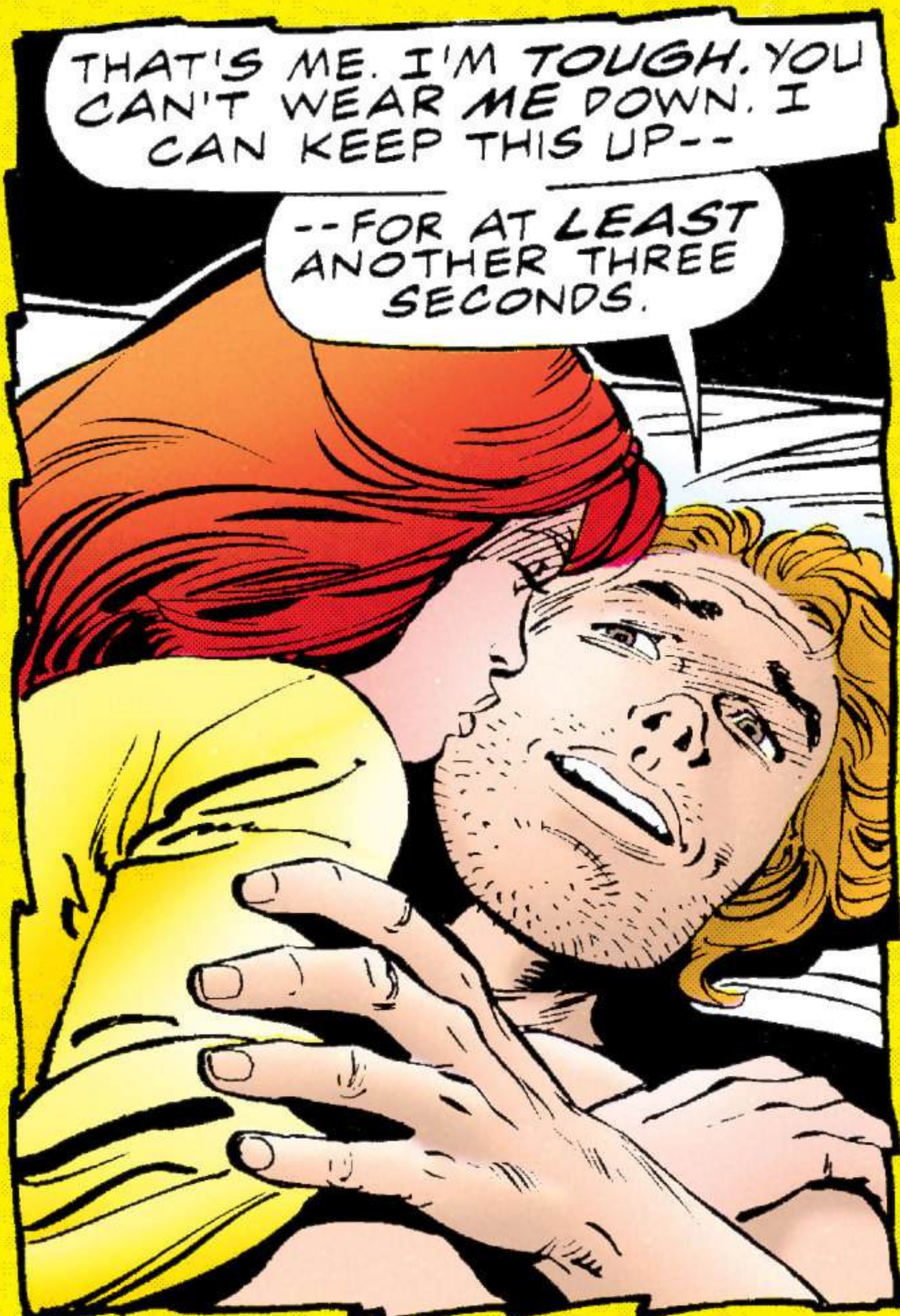
YOU KNOW
WHAT THEY SAY,
HANDSOME:

"MONEY CAN'T
BUY ME LOVE."



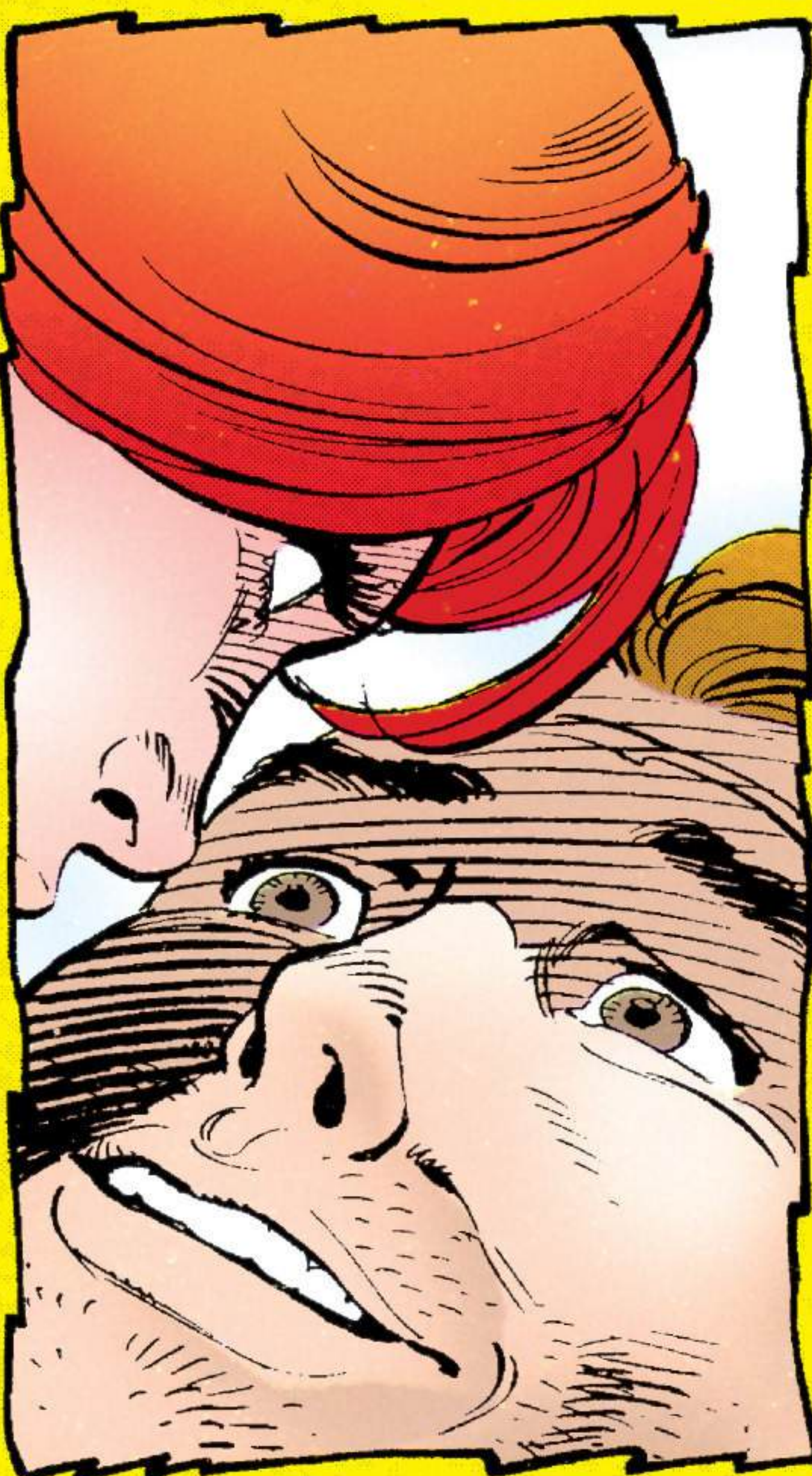
NO, BUT IT DOES A
TERRIFIC JOB OF
PAYING THE RENT.

I LOVE IT
WHEN YOU RESIST
ME LIKE THIS.



THAT'S ME. I'M TOUGH. YOU
CAN'T WEAR ME DOWN. I
CAN KEEP THIS UP--

--FOR AT LEAST
ANOTHER THREE
SECONDS.



WE'D BEEN ON THE RUN
FOR MONTHS, CHANGING
IDENTITIES, CHANGING JOBS.

BUT, THROUGH IT ALL, WE HELD TIGHT TO EACH OTHER, TO OUR LOVE. AND, FINALLY, IN SANTA CRUZ, IT LOOKED LIKE WE'D FOUND OUR OASIS: A LITTLE PEACE. A QUIET, GENTLE AND PERFECTLY WONDERFUL LIFE.

BUT THAT OASIS...

GET UP.

HUH...?

...TURNED OUT TO BE A MIRAGE.

I SAID GET UP.

HE STOOD OVER MY BED LIKE A GHOST, LIKE A LIVING NIGHTMARE-- AND, FOR A MOMENT, BEFORE I WAS FULLY AWAKE, I THOUGHT IT WAS THE MONSTER.

I THOUGHT IT WAS MY FATHER, BACK FROM THE DEAD.

WHAT DO YOU WANT, KAINE? WHY DON'T YOU LEAVE US ALONE--

GET UP-- AND GET DRESSED. NOW.

NO--

YES.

WHAT COULD I DO?
I THREW ON SOME
CLOTHES AND
FOLLOWED HIM OUT
OF THE HOUSE. HE
HAD A CAR WAITING
... AND WE DROVE,
IN CHILLING SILENCE,
UP THE COAST...

...TO SAN FRANCISCO.

TO THE GOLDEN
GATE BRIDGE.

...YOU KNOW,
DON'T YOU, ABOUT
THE ONLY WOMAN
REILLY LOVED AS
MUCH AS HE
LOVES YOU?

YOU KNOW HOW
HIS WORLD WAS
DESTROYED--
WHEN **GWEN
STACY** FELL
FROM A BRIDGE
LIKE THIS?

GET TO THE
POINT, KAINE.

I HATE THE HAPPINESS
REILLY'S FOUND WITH YOU.
I HATE YOUR LOVE
FOR EACH OTHER.

AND I WILL NOT
PERMIT IT TO
GO ON!

I THINK
MY POINT IS
OBVIOUS.

NO! EVEN YOU AREN'T
CRUEL ENOUGH TO MAKE
HIM GO THROUGH THE
SAME TORTURE AGAIN!
HE'S SUFFERED
ENOUGH! HE'S--



YES, I WANT HIM TO GO THROUGH IT AGAIN! I WANT HIM TO DIE TEN THOUSAND DEATHS!

AND I'LL SEE YOU DEAD, TOO... ELIZABETH-



-- BUT NOT IN SUCH AN-- OBVIOUS WAY.

STAY WITH REILLY AND I SWEAR TO YOU-- I'LL MAKE SURE THE SANTA CRUZ POLICE FIND OUT EVERYTHING ABOUT YOU.

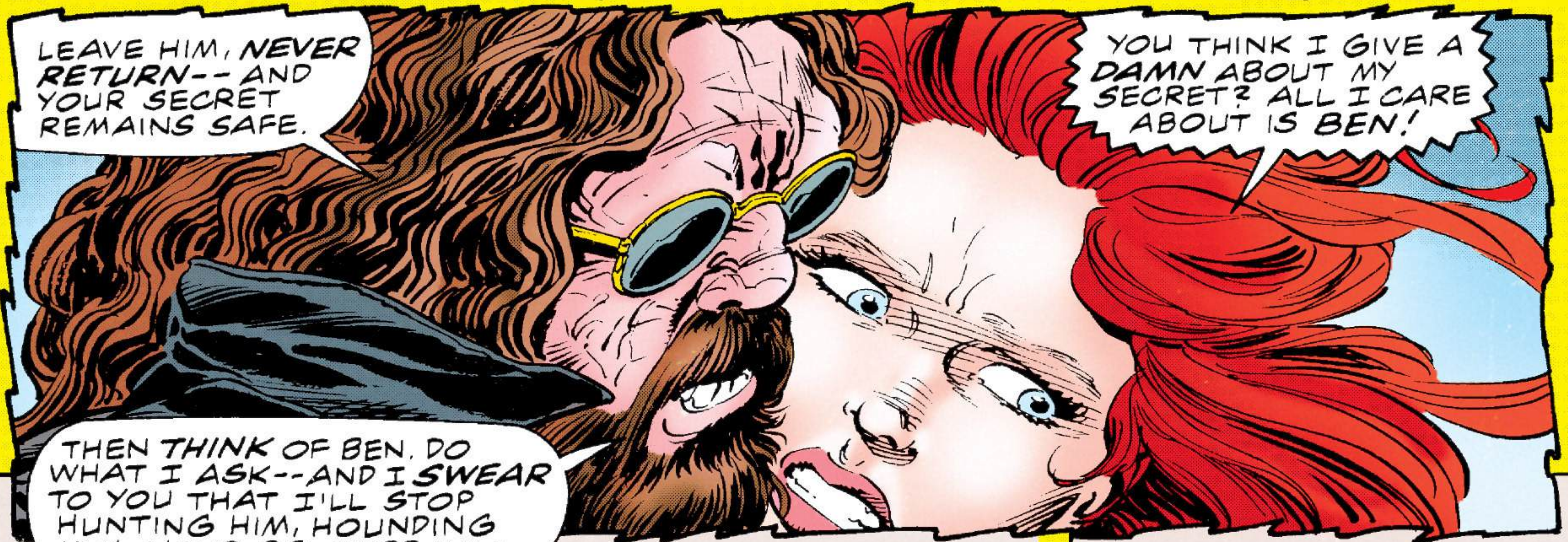
AND NO MATTER HOW FAR YOU RUN... OR HOW FAST... I'LL BE RIGHT BEHIND YOU.



ARMED WITH THE TRUTH.

JUST TELL ME WHAT YOU WANT.

I DON'T SEE ANY REASON TO ACTUALLY KILL YOU. ALL THAT MATTERS IS THAT REILLY THINKS YOU'RE DEAD.



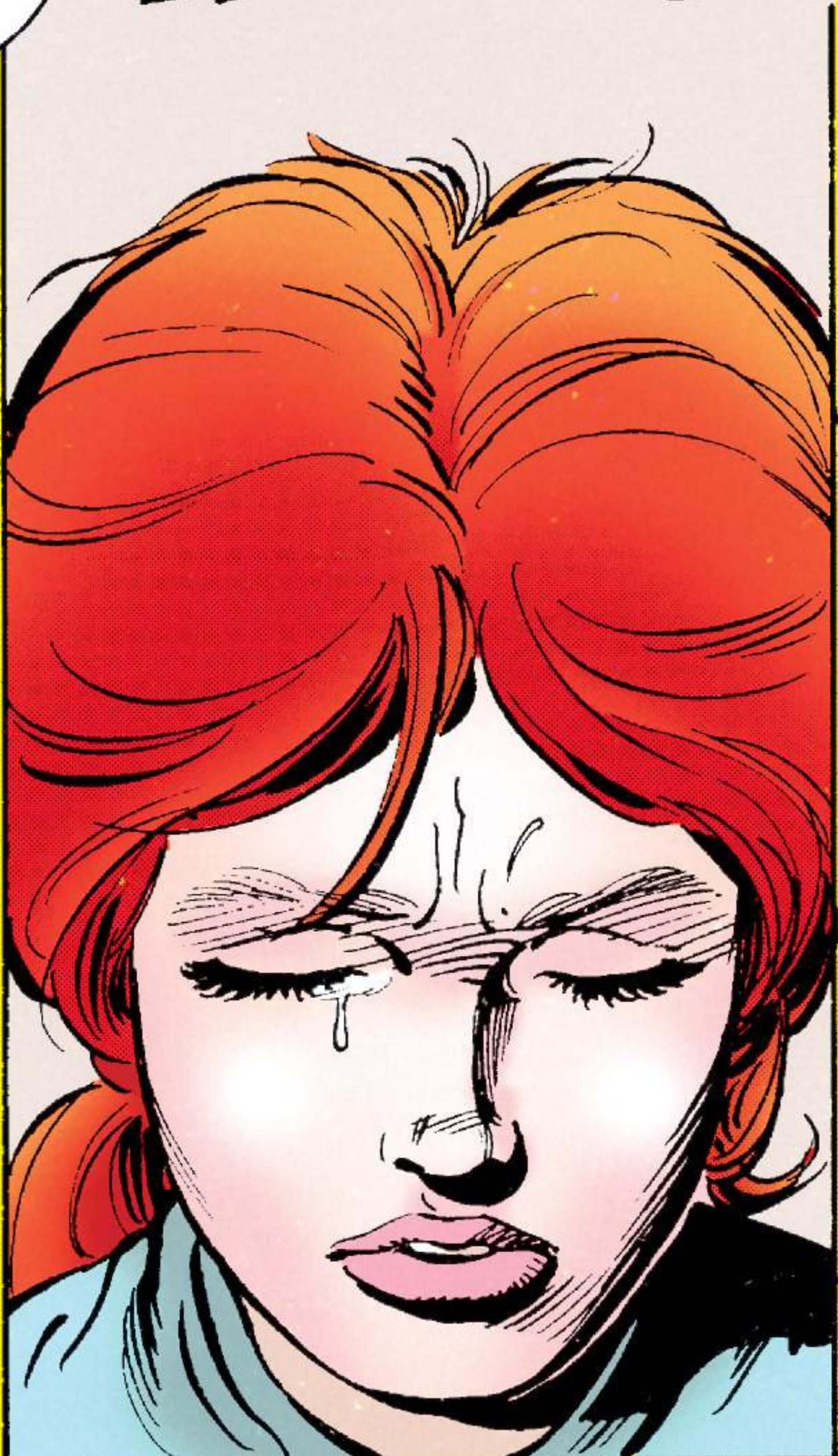
LEAVE HIM, NEVER RETURN-- AND YOUR SECRET REMAINS SAFE.

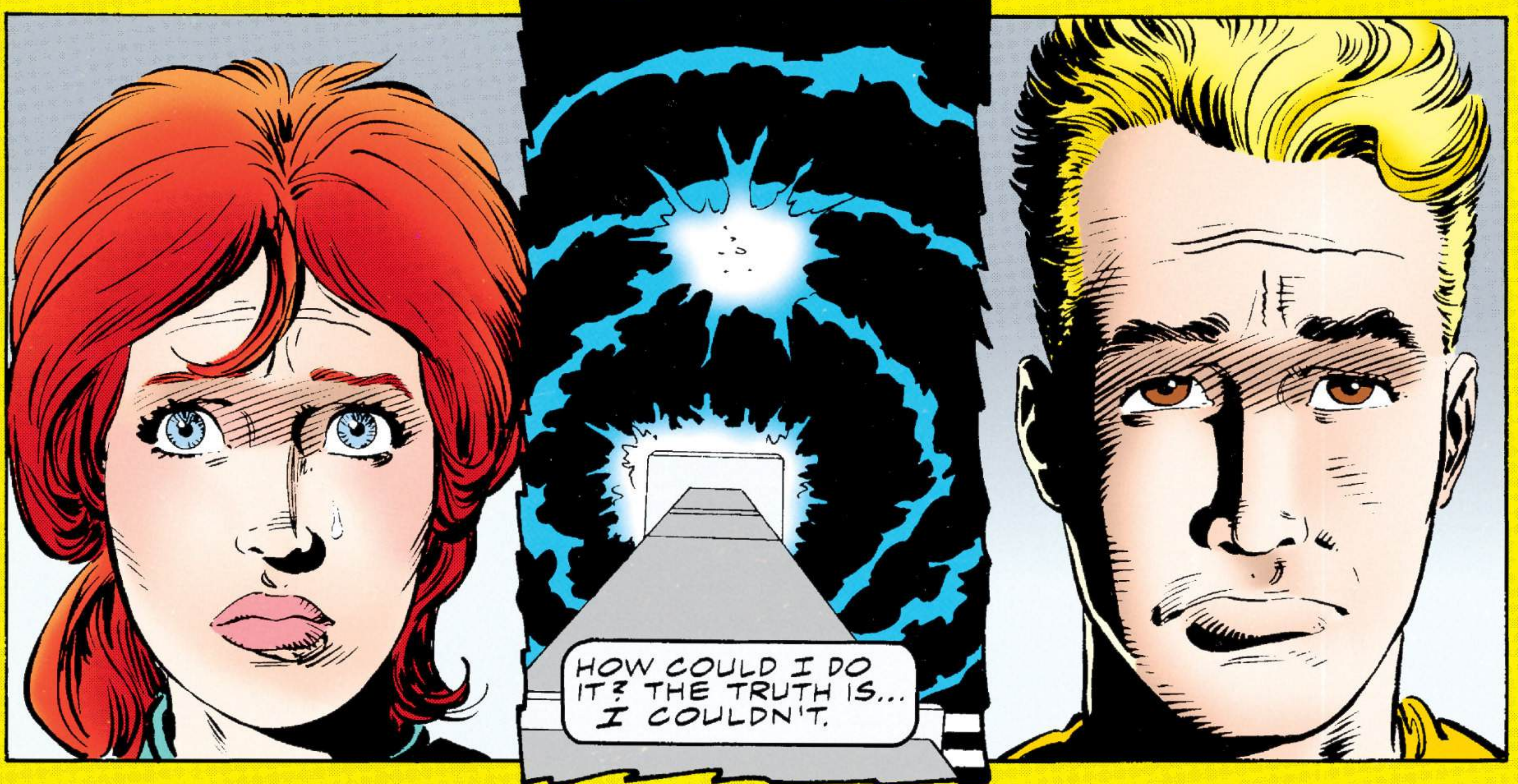
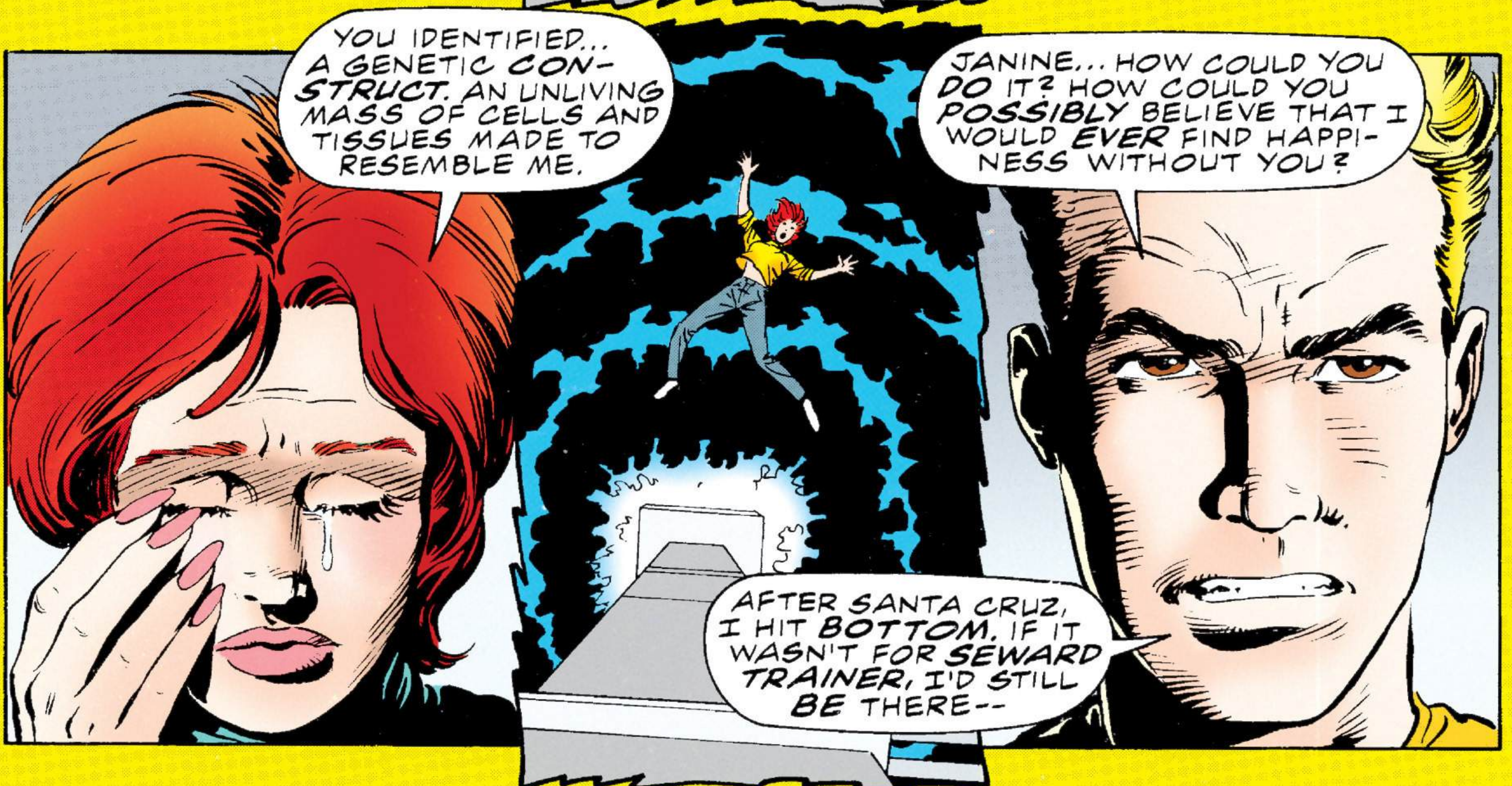
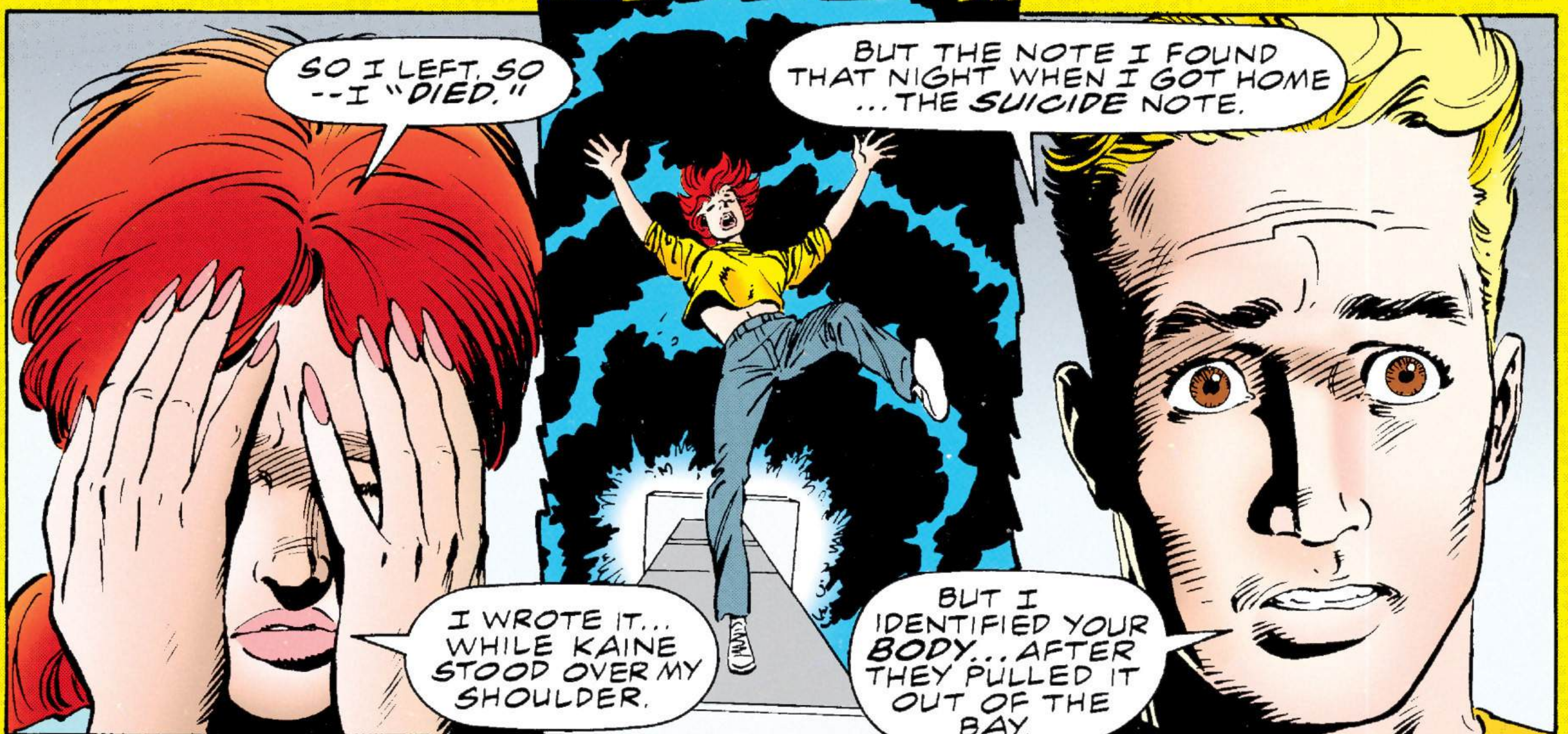
YOU THINK I GIVE A DAMN ABOUT MY SECRET? ALL I CARE ABOUT IS BEN!

THEN THINK OF BEN. DO WHAT I ASK--AND I SWEAR TO YOU THAT I'LL STOP HUNTING HIM, HOUNDING HIM. YOUR BELOVED WILL LIVE IN PEACE.

WE'RE BOTH SCARRED, JANINE. BOTH FLAWED SPECIMENS, SPIT UPON, REJECTED BY THE WORLD--AND WITH GOOD REASON. FACE THE TRUTH, JANINE--

"HE'S BETTER OFF WITHOUT YOU."





BUT A FRIGHTENED LITTLE GIRL
NAMED ELIZABETH--WHOSE
FATHER HAD MADE HER FEEL
DIRTY... UNWORTHY OF LOVE
-- COULD.

SHE DID IT BECAUSE
SHE REFUSED TO
BELIEVE THAT BEN
COULD EVER FIND
JOY WITH SUCH A
SHAMEFUL, WORTH-
LESS CREATURE.

IT WASN'T UNTIL THAT
NIGHT, I THINK, THAT
ELIZABETH CAME TO
UNDERSTAND HOW
WRONG SHE WAS.

IT'S
IN THE
PAST,
JANINE.

LET'S LEAVE
IT BURIED.

LET'S GO, MY LOVE.
LET'S START OUR NEW
LIFE TOGETHER.

AND LET'S
NEVER
LOOK--

IN BEN'S ACCEPTANCE, IN HIS
FORGIVENESS, SHE FOUND FORGIVE-
NESS FOR A LIFETIME OF SINS--
REAL AND IMAGINED.

IT WAS A NEW
BEGINNING.

--BACK...!

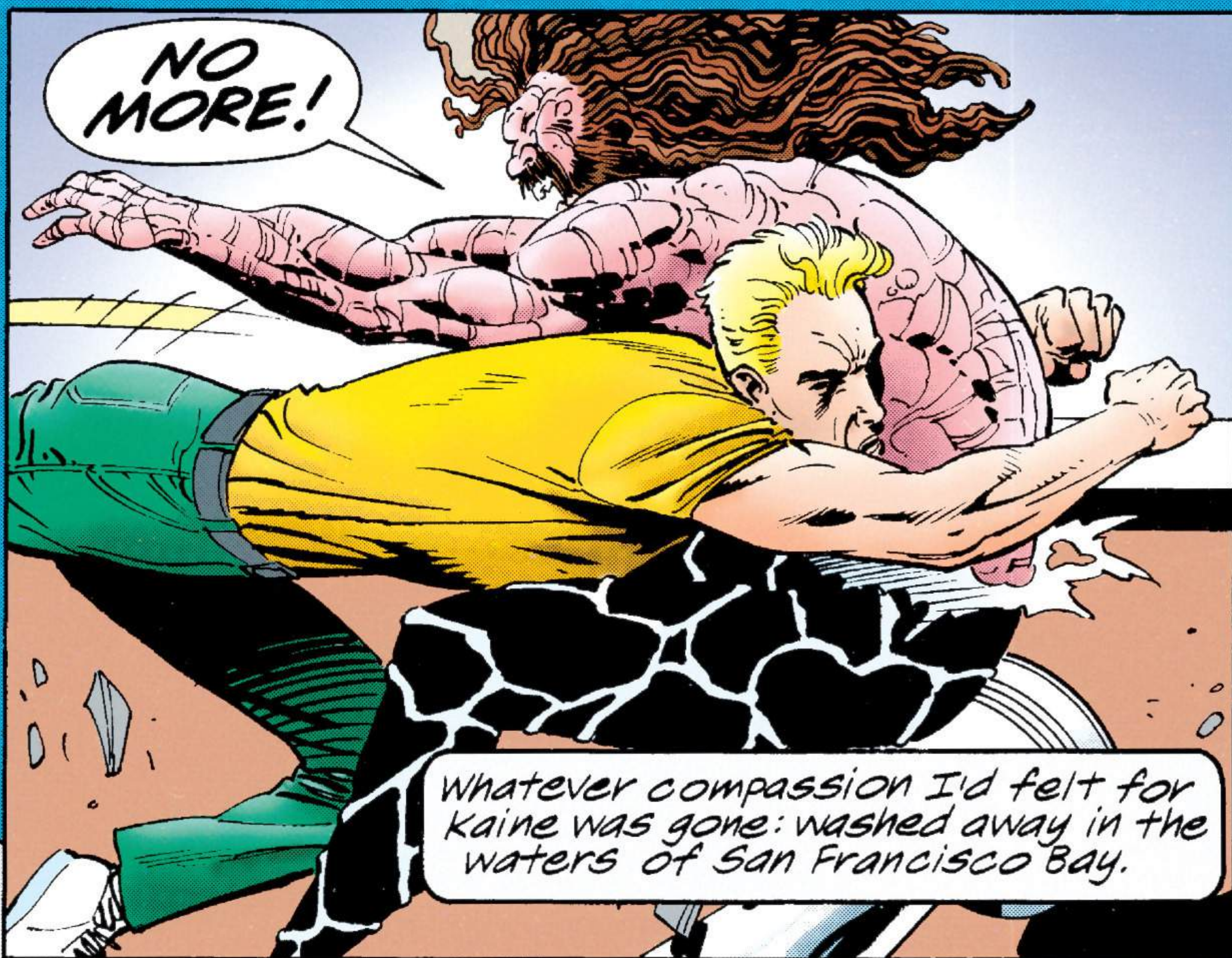
CHAK

TOOM!

AND IT WAS
THE END.

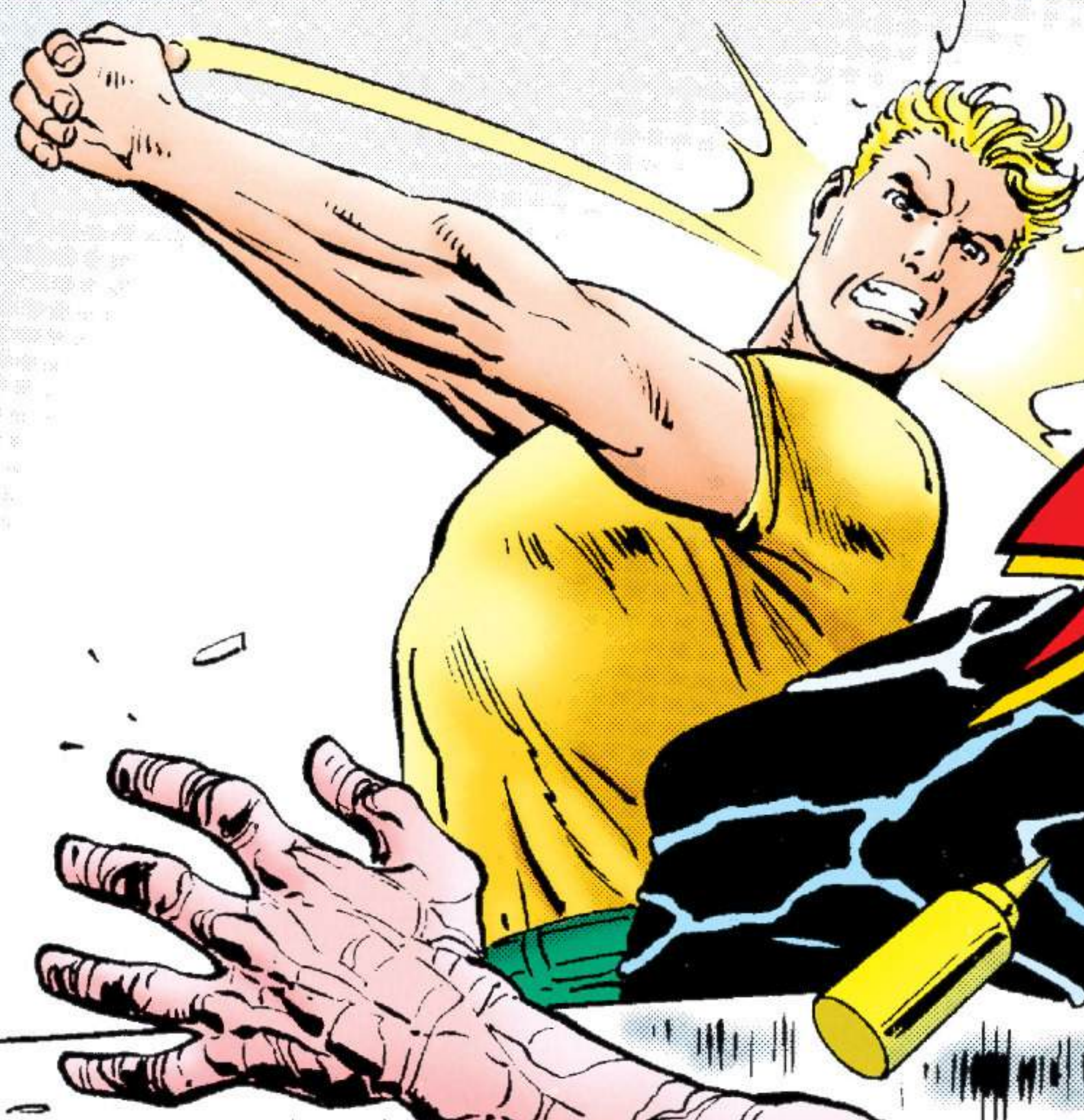


NO, KAINE!
NO MORE!



NO
MORE!

Whatever compassion I'd felt for
Kaine was gone: washed away in the
waters of San Francisco Bay.

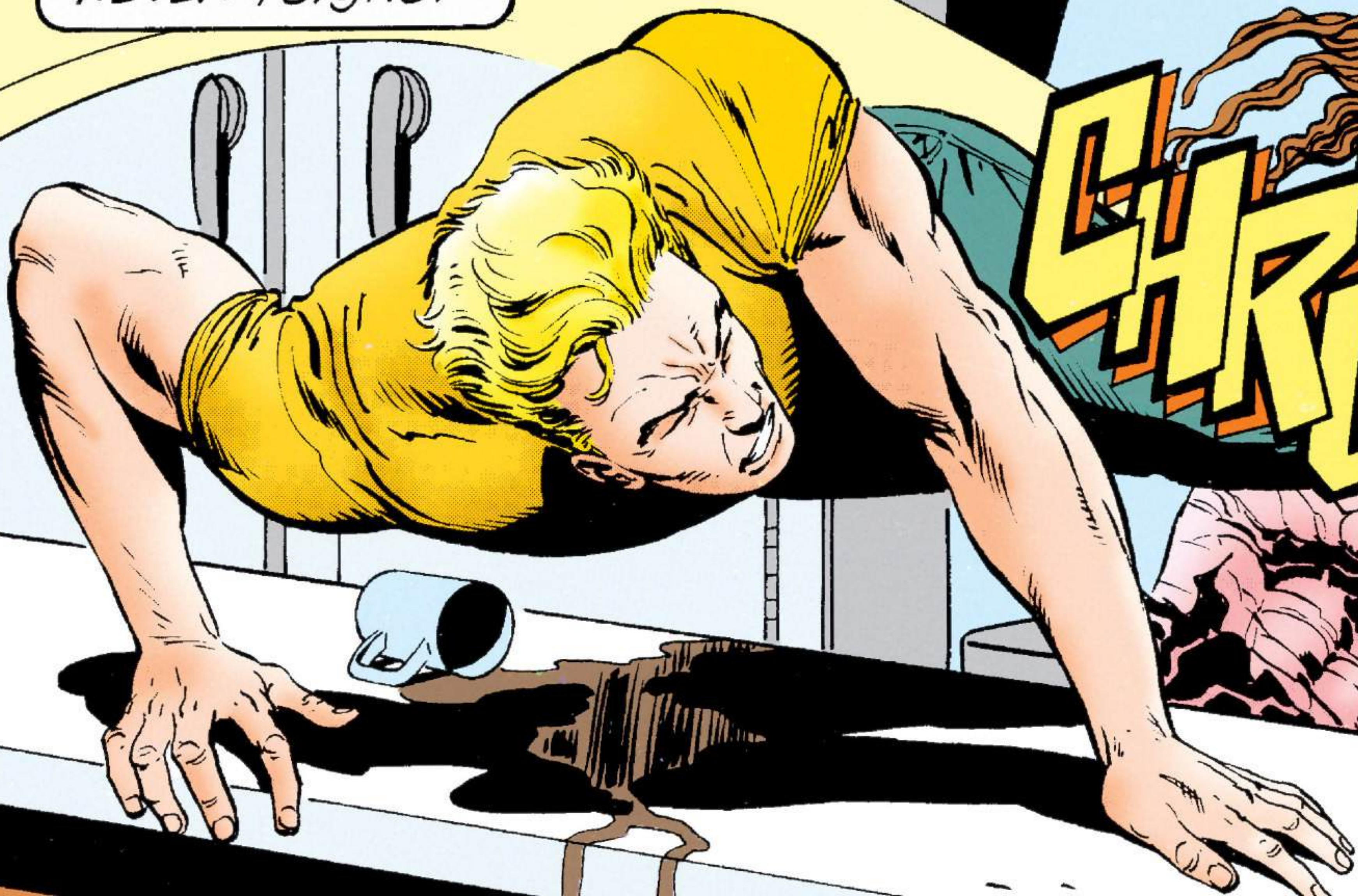


What he'd done to me...
the sheer misery of the
months after I'd lost
her... was bad enough.

SSSTAKK

But he'd used the demons of
Janine's childhood... as tools
to manipulate her.

And that I could
NEVER forgive.



**CHRO
KKK!**

That may have been the most terrifying night of my life. I was **INSANE** with rage and grief. **COMPLETELY** out of control.



Janine, Gwen Stacy, five long years wandering the world stripped of my identity.

Uncle Ben, Aunt May, Harry Osborn.

My parents.

CHUD!

All the loss, all the pain of a lifetime came roaring up out of me. And all of it--every body buried, every tear shed--

--WAS BECAUSE OF HIM.

And it was time for him to pay.

HE WANTS YOU TO BECOME LIKE HIM!



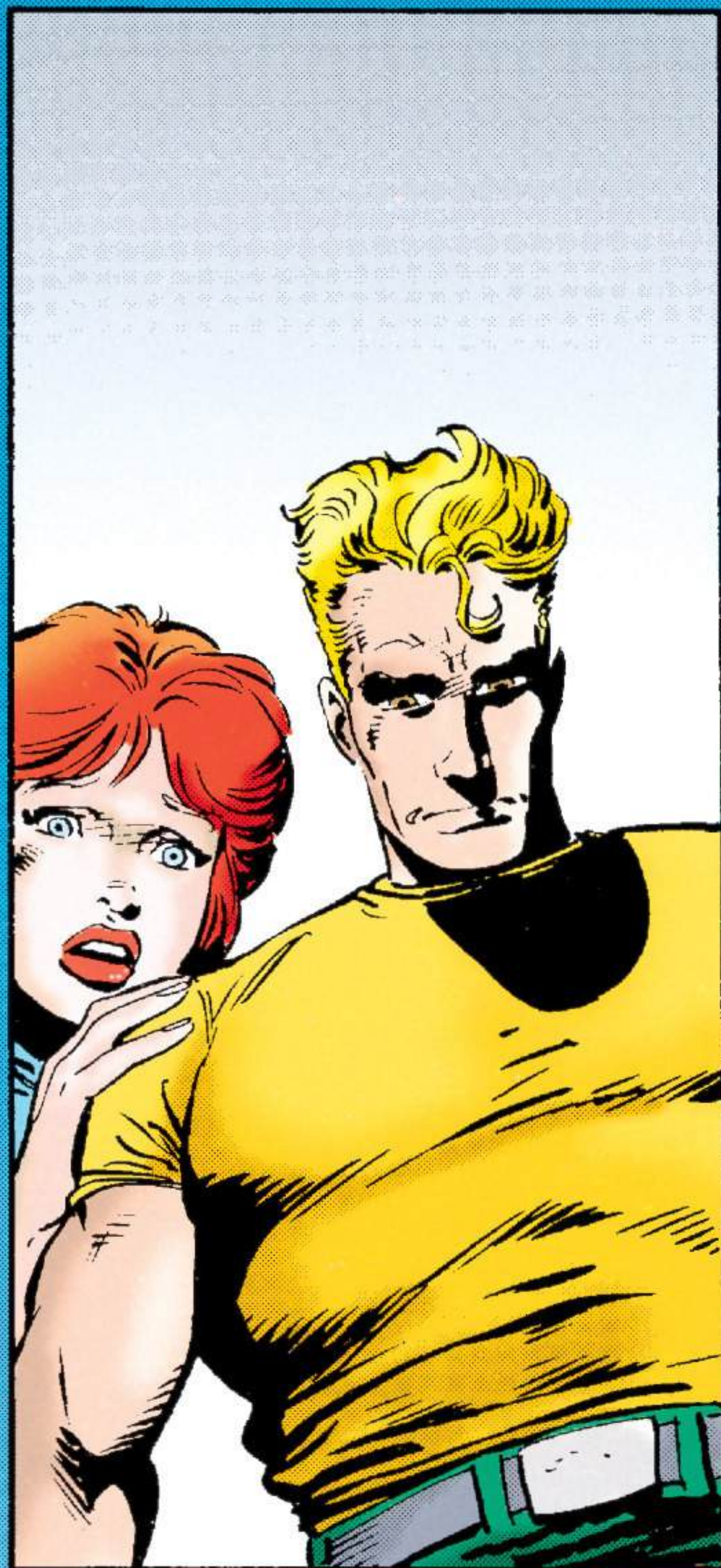
In that moment, Kaine wasn't just my clone--he was the darkness in my soul made manifest. He was the devil in human form.



BEN--NO! YOU CAN'T DO THIS!

CAN'T YOU SEE THAT THIS IS WHAT HE WANTS?





HE ALREADY HAS
BECOME ME. IN HIS
HEART OF HEARTS,
HE ALWAYS WAS.
AND I... I WAS
HIM.

BUT IT'S OVER
NOW, BEN. AT LONG
LAST--IT'S OVER.



WHAT DO
YOU--?



BOOM.



NEXT:
BURNING BRIGHT

MARVEL[®]
COMICS

BURNING BRIGHT!

APPROVED
BY THE
COMICS
CODE
AUTHORITY



SPIDER-MAN[®]

DEC '96

4

SPIDER-MAN: REDEMPTION



I WAS BORN IN
A SEA OF FIRE.

BOILING CHEMICALS
MELTING MY GENETIC
STRUCTURE, MOLDING ME...

...INTO WHAT HE WANTED:
A CLONE OF THE MAN HE
HATED MOST IN ALL THE
WORLD.

CAN YOU IMAGINE WHAT IT'S LIKE
BEING BORN A GROWN MAN--
WITH NO CLEAR MEMORIES...
JUST VAGUE INTIMATIONS OF
A PAST NEVER LIVED?



IMAGINE OPENING YOUR EYES
FOR THE FIRST TIME--AND
GAZING AT THE FACE OF
THE DEVIL.

MY FATHER:
MILES WARREN,
THE JACKAL.

BUT HE
WAS THE
ONLY
FATHER
I HAD...



...AND I WAS HIS
ONLY SON.



AND LIKE ALL SONS I CRAVED MY FATHER'S
APPROVAL, HIS ACCEPTANCE, HIS LOVE.

FOR A TIME--I RECEIVED
IT. BUT ONLY...



...FOR A TIME.



WHEN HE DISCOVERED THAT I WAS
IMPERFECT, THAT MY CELLS WERE
SLOWLY DEGENERATING, THAT I COULD
NO LONGER SERVE HIS PLANS...

...MY FATHER
CAST ME
OUT.

I LEARNED THEN THAT THE
WORLD WAS CRUEL--AND MEN'S
HEARTS WERE COLD. I LEARNED
THEN ABOUT SUFFERING
AND STRUGGLE.

I'VE BEEN
LEARNING
EVER SINCE.

I WAS BORN IN A
SEA OF FIRE...



...AND THE FIRE IS
WHERE I INTENDED
TO DIE.

SPIDER-MAN: REDEMPTION

by J.M. DEMATTEIS,
MIKE ZECK, &
BOB MCLEOD



Chapter
Four:

Burning Bright

JIM NOVAK, LETTERER * CHRISTIE SCHEELE, COLORIST
GLENN GREENBERG, ASSISTANT EDITOR * TOM BREVOORT, EDITOR
BOB HARRAS, EDITOR IN CHIEF

WHY AM I DOING THIS?

THE BOMB THAT TURNED THIS DINER INTO AN INFERNO-- WAS MY HANDIWORK...

...YET HERE I AM-- STRUGGLING TO SAVE THESE PEOPLE.

ALL MY SHORT LIFE-- MY HEART HAS BEEN DEAD. COLD. HATE HAS BEEN THE FORCE THAT'S FUELED MY EXISTENCE.

WHY THIS SUDDEN OUTPOURING OF COMPASSION?

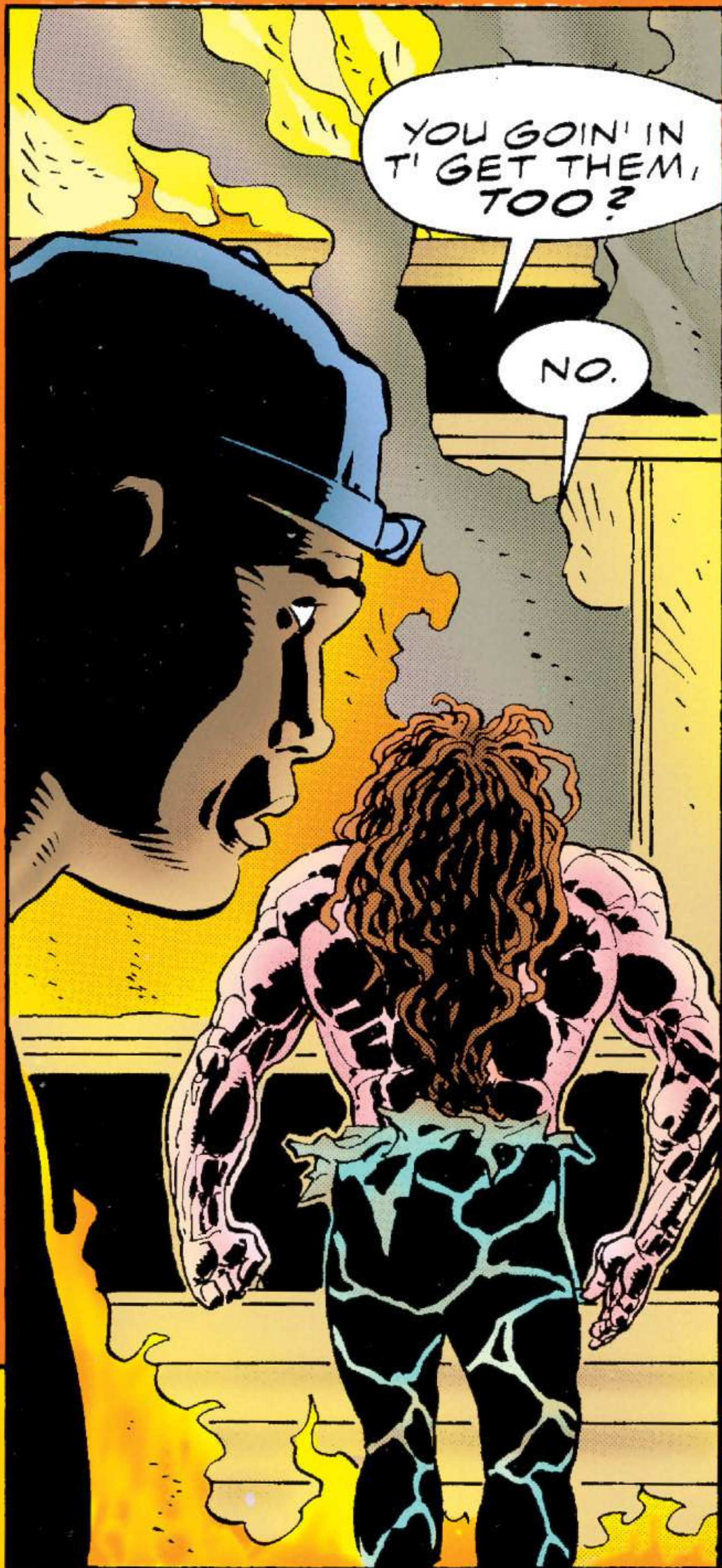
OR IS IT COMPASSION? PERHAPS...

...IT'S ONLY MADNESS.

IS--IS THAT ALL OF 'EM?

THERE ARE TWO MORE.



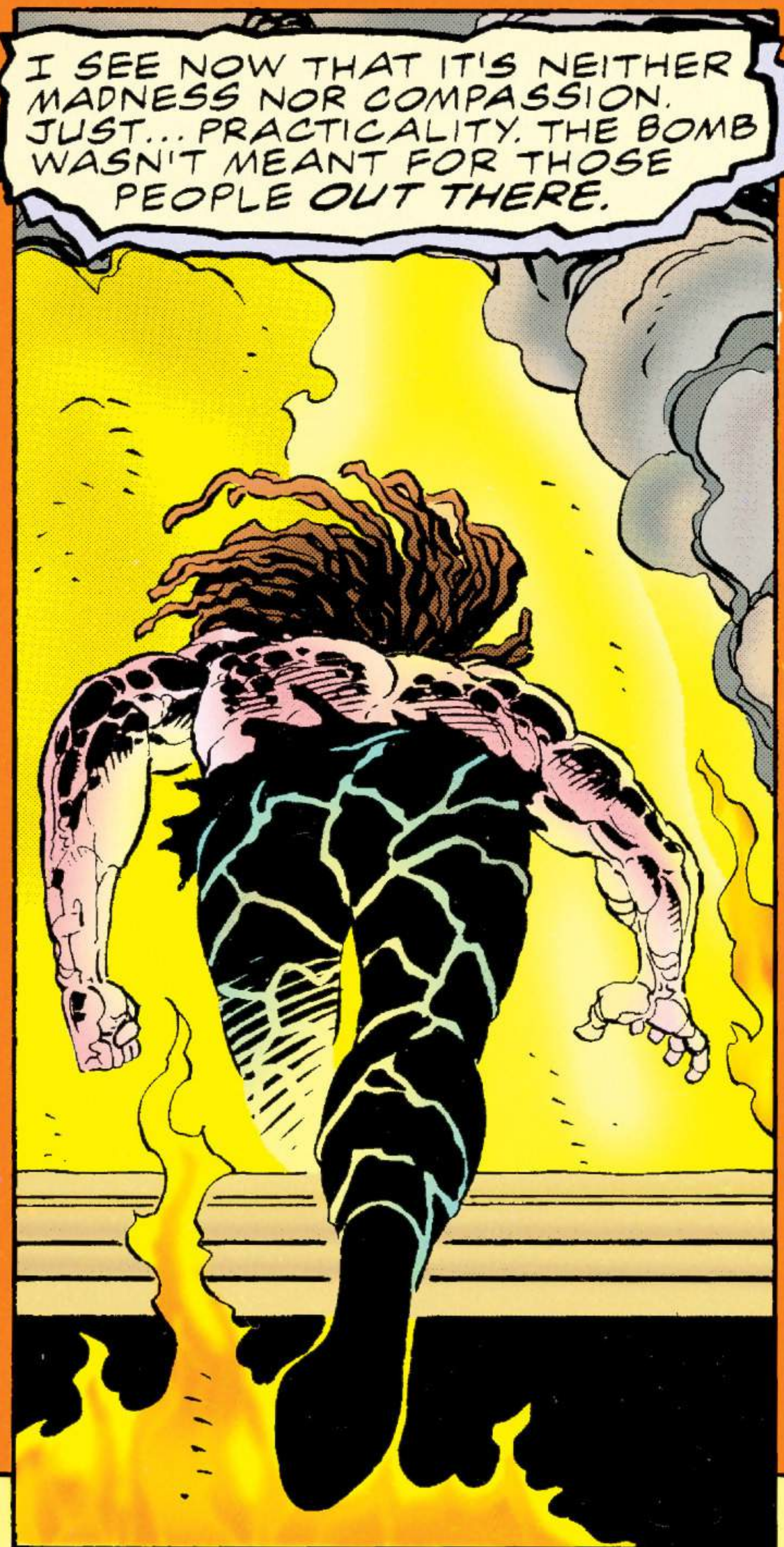


YOU GOIN' IN
T' GET THEM,
TOO?

NO.



I'M
GOING IN
TO PERISH
WITH
THEM.

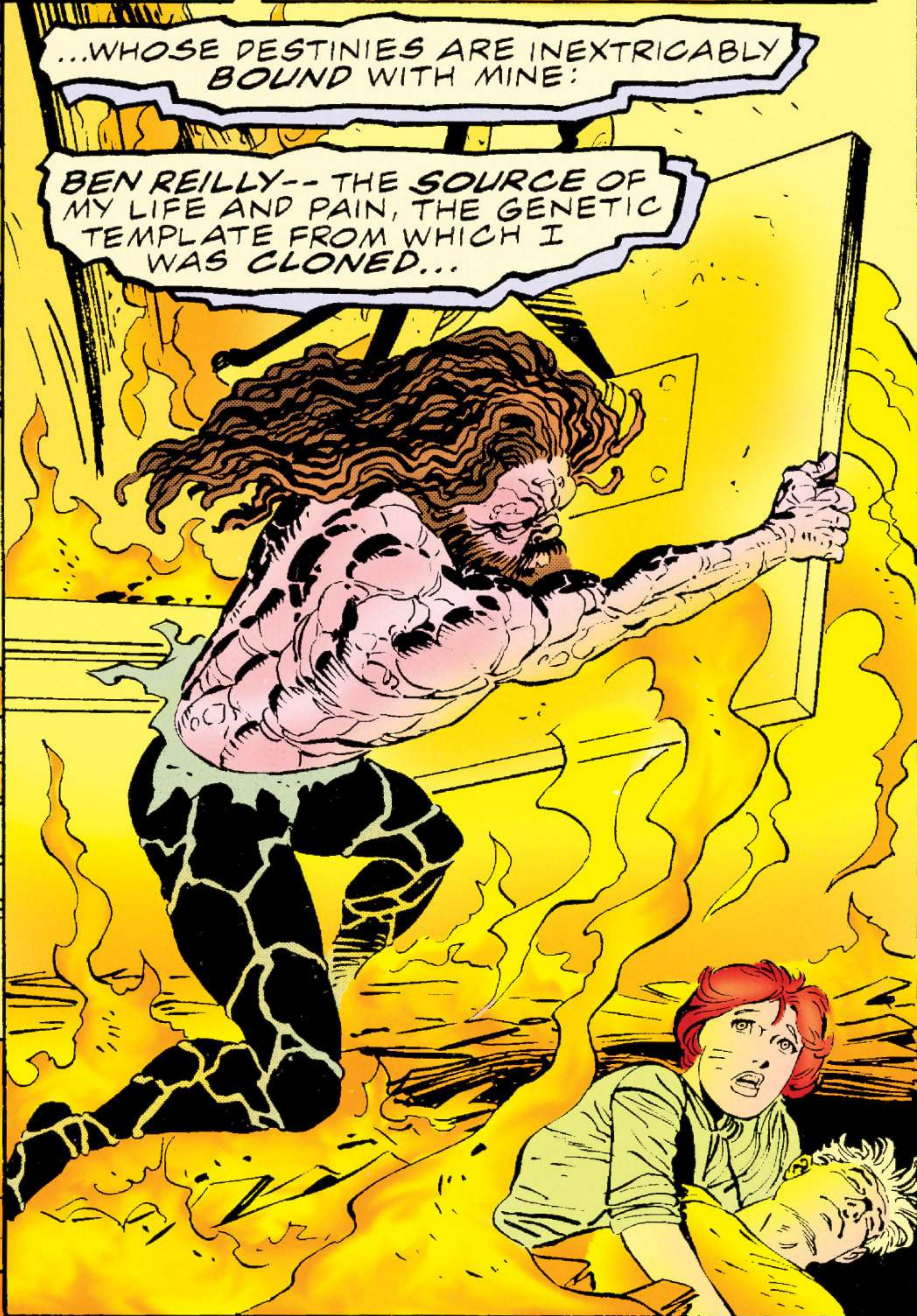


I SEE NOW THAT IT'S NEITHER
MADNESS NOR COMPASSION.
JUST... PRACTICALITY. THE BOMB
WASN'T MEANT FOR THOSE
PEOPLE OUT THERE.



IT WAS MEANT
ONLY FOR ME...

...AND THE TWO
PEOPLE...



...WHOSE DESTINIES ARE INEXTRICABLY
BOUND WITH MINE:

BEN REILLY-- THE *SOURCE* OF
MY LIFE AND PAIN, THE GENETIC
TEMPLATE FROM WHICH I
WAS *CLONED*...

...AND HIS BELOVED JANINE.

STILL ALIVE I SEE.

BEN... HE WAS HIT BY SOME FALLING DEBRIS... BUT I MANAGED TO DRAG HIM INTO THE TUNNEL THAT YOU DUG--

--BUT MOST OF IT'S COLLAPSED, KAINE! WE'RE GOING TO DIE IN HERE UNLESS YOU--

OF COURSE WE'RE GOING TO DIE IN HERE. THAT'S WHAT I WANT. AN ENDING TO THESE YEARS OF LUNACY. A FINAL PEACE-- FOR THREE TORMENTED SOULS.

I NEVER INTENDED TO HURT YOU, JANINE--

--BUT I SEE NOW... THAT YOUR LIFE IS AS MUCH A SAD MISTAKE AS MINE OR REILLY'S. THIS WORLD ISN'T FOR YOU--

IT ISN'T FOR ANY OF US.

EMBRACE THE FLAMES. WELCOME DEATH.

I DON'T CARE IF I DIE. MY LIFE ENDED THE DAY I KILLED MY FATHER. BUT, BEN--

--HE'S A GOOD MAN! A KIND AND DECENT MAN!

YOU'RE PART OF HIM! YOU KNOW WHAT I'M SAYING IS TRUE!

TAKE ME-- BUT LET BEN LIVE! LET HIM--

N-NO...!

THIS WAR... HAS ALWAYS BEEN... BETWEEN US, KAINE.

WHY TAKE... AN INNOCENT VICTIM... DOWN WITH US?

MAYBE YOU'RE RIGHT. MAYBE MEN LIKE US...

...WEREN'T MEANT FOR THIS WORLD. MAYBE--





SHAK-KROOOOM!!



NO ONE
COULDA MADE
IT THROUGH THAT!
NO ONE!

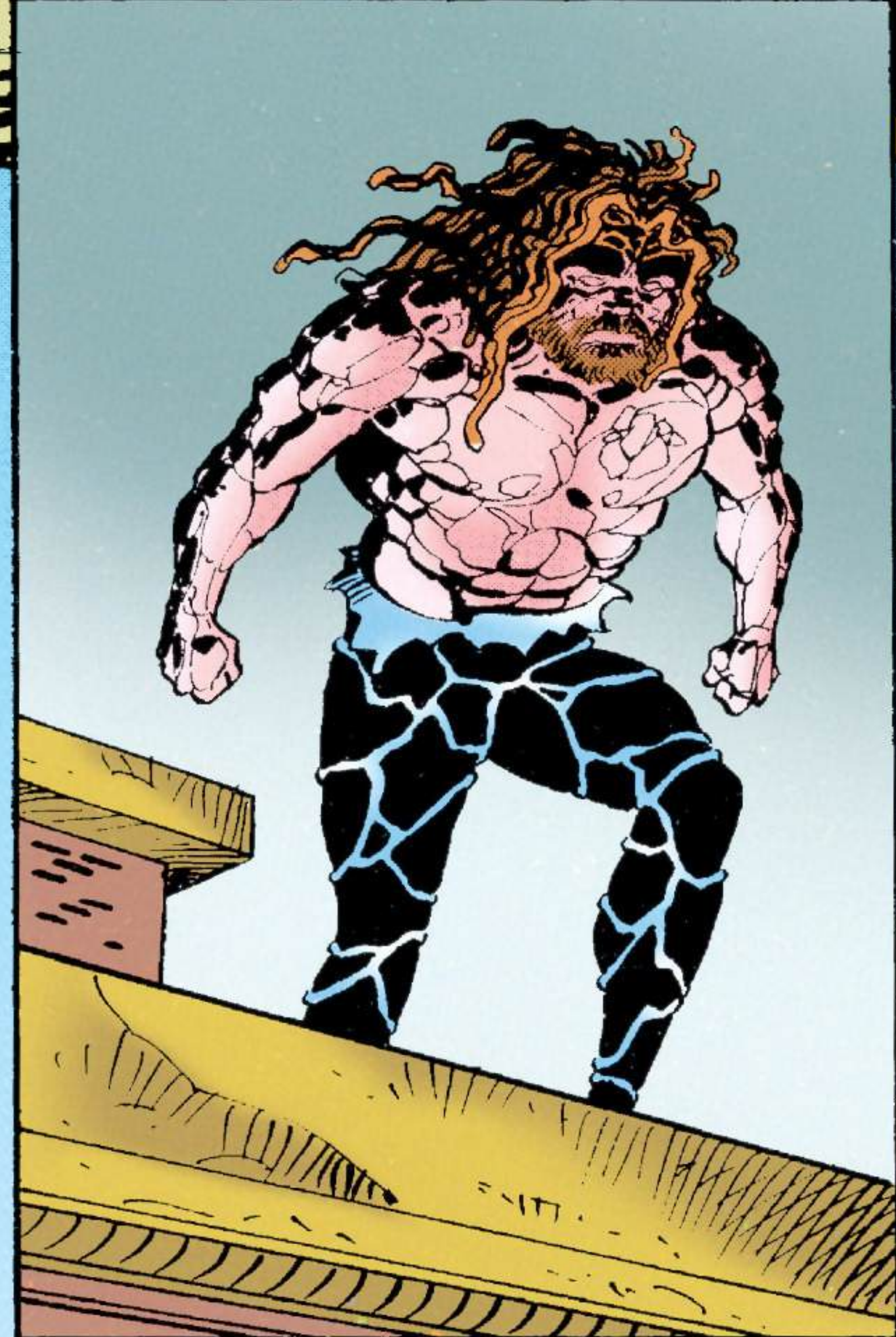
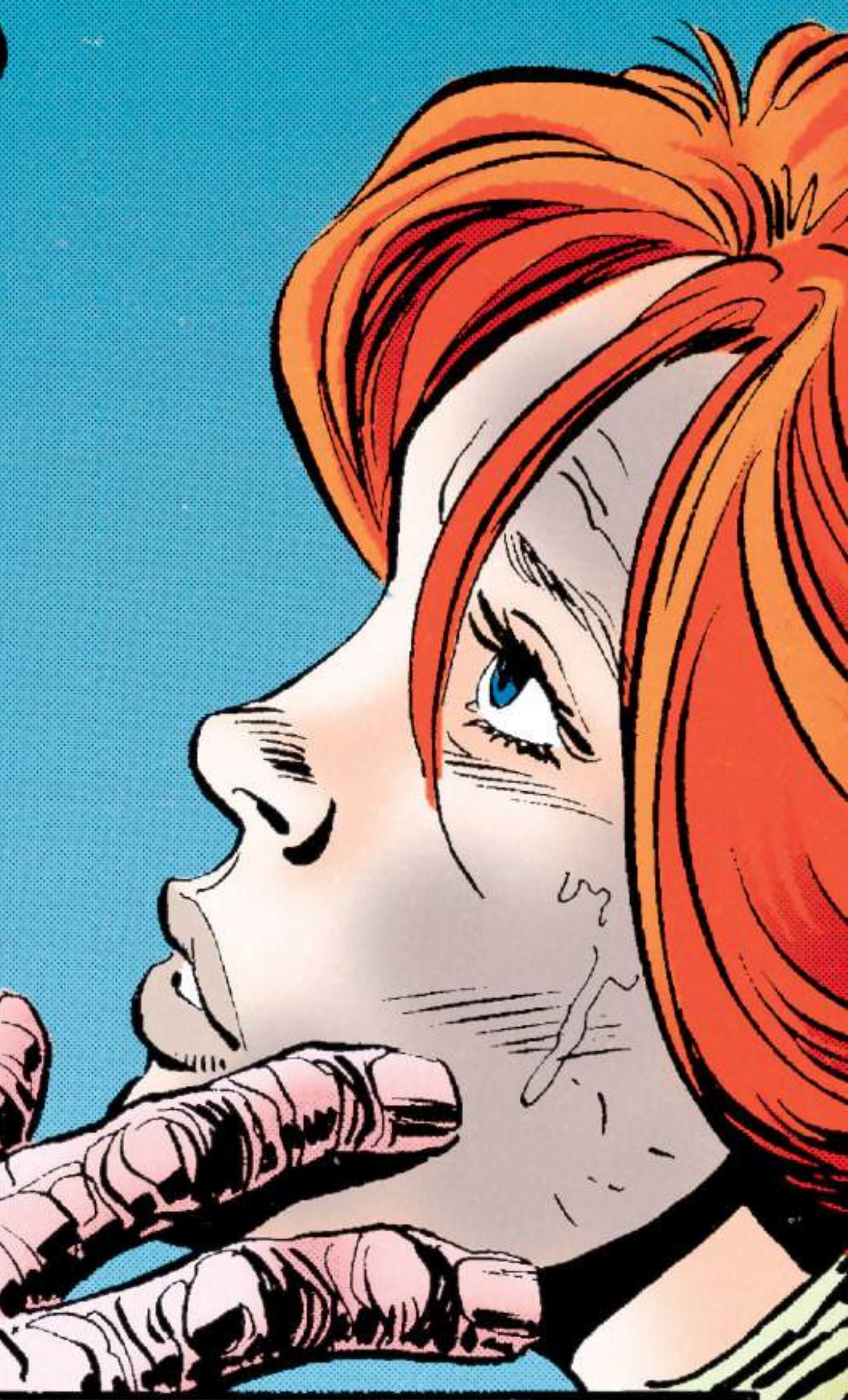
THAT
POOR GUY...
HE--



HEY!

HEY,
LOOK!

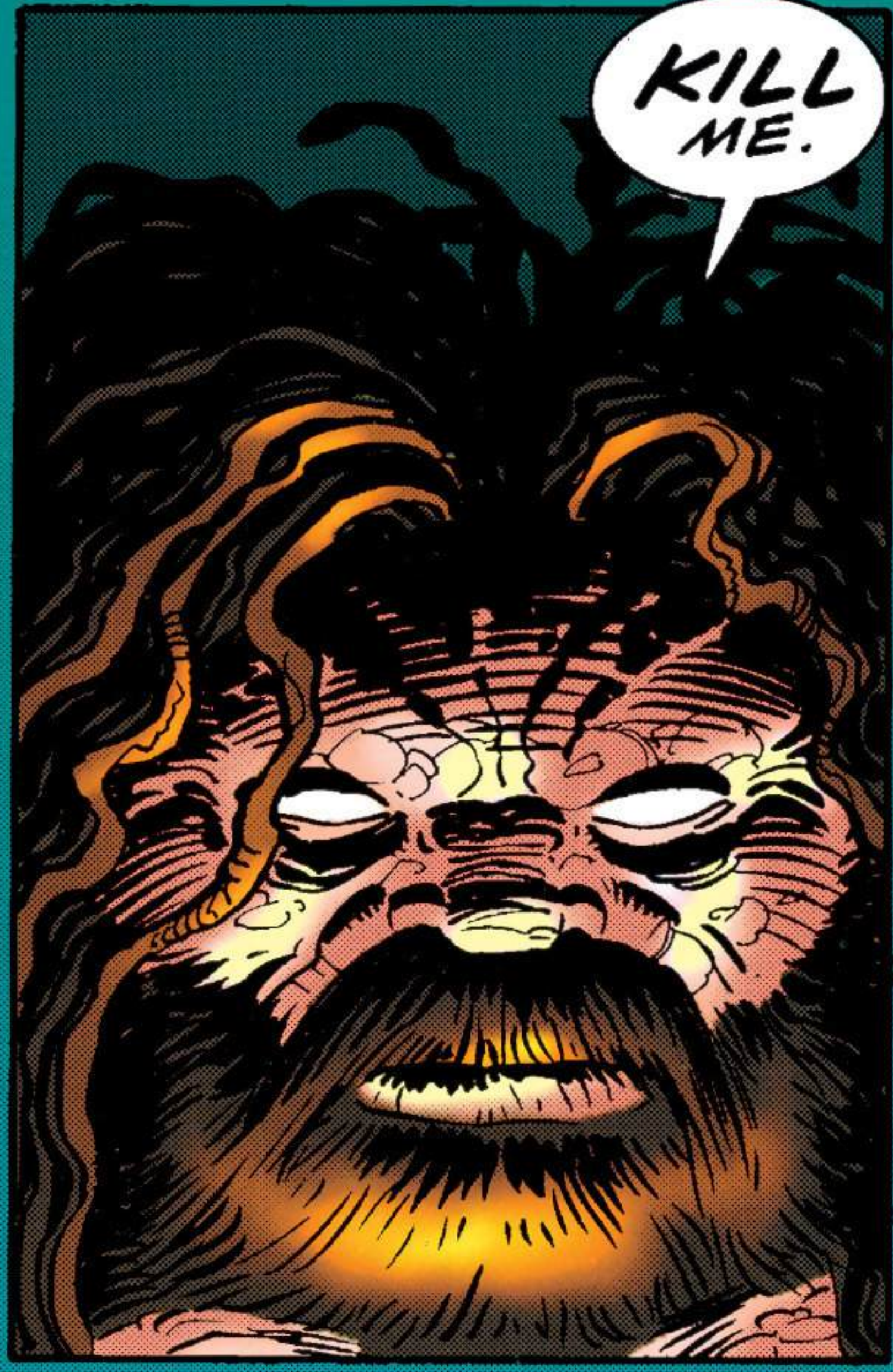




ALL I ASK IS
THAT YOU DO
ONE THING FOR
ME-- BEFORE
YOU LEAVE.



KILL
ME.



NO.

I CAN'T THANK YOU
ENOUGH, KAINE-- FOR
WHAT YOU'VE DONE.

AND I
CERTAINLY
CAN'T KILL
YOU.



BUT-- I CAN'T
JUST WALK AWAY,
EITHER.

YOU'RE A WANTED
MURDERER. I'M
SORRY--

--BUT I
HAVE TO
TAKE YOU
IN.





YOU THINK I'M GOING TO MARCH OFF TO JAIL LIKE SOME GOOD LITTLE SOLDIER?

I MAY HAVE BEEN AN IDIOT TO SAVE YOU, REILLY--

--BUT I'M NO FOOL!

KAINE...I DON'T WANT THIS!



"I DON'T WANT OUR WAR TO GO ON!"

WAIT A MINUTE! THE BIG GUY--I RECOGNIZE HIM! IT WAS AT THE PARKER TRIAL! HE--

UH-OH.

"UH-OH" WHAT, DETECTIVE?

UH-OH--



"--THAT'S KAINE!!"

IF YOU REALLY ARE A PART OF ME...IF SOME SMALL SPARK OF ME IS BURNING INSIDE YOU--

--THEN YOU KNOW THAT IT'S THE RIGHT THING TO DO!

GIVE YOURSELF UP! ACCEPT RESPONSIBILITY FOR WHAT YOU'VE DONE!

THAT'S THE ONLY WAY YOU'LL FIND THE PEACE YOU'RE LOOKING FOR, KAINE!



"THAT'S THE ONLY WAY!"

WE NEED BACK-UP! LOTS OF IT!

MOVE...MOVE! THAT GUY'S A MANIAC!

I WATCHED THEM BATTLING... LISTENING TO BEN'S WORDS.

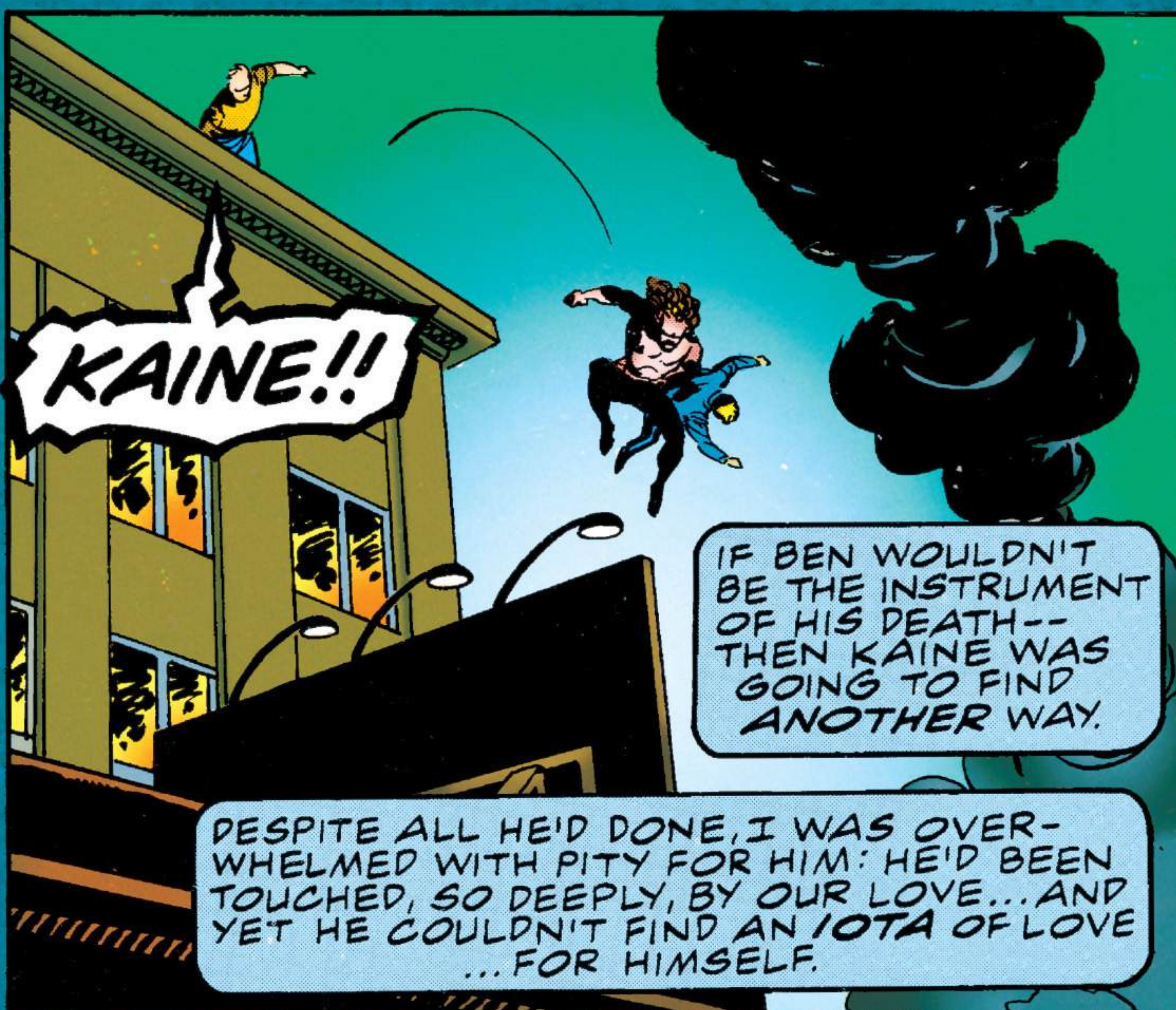
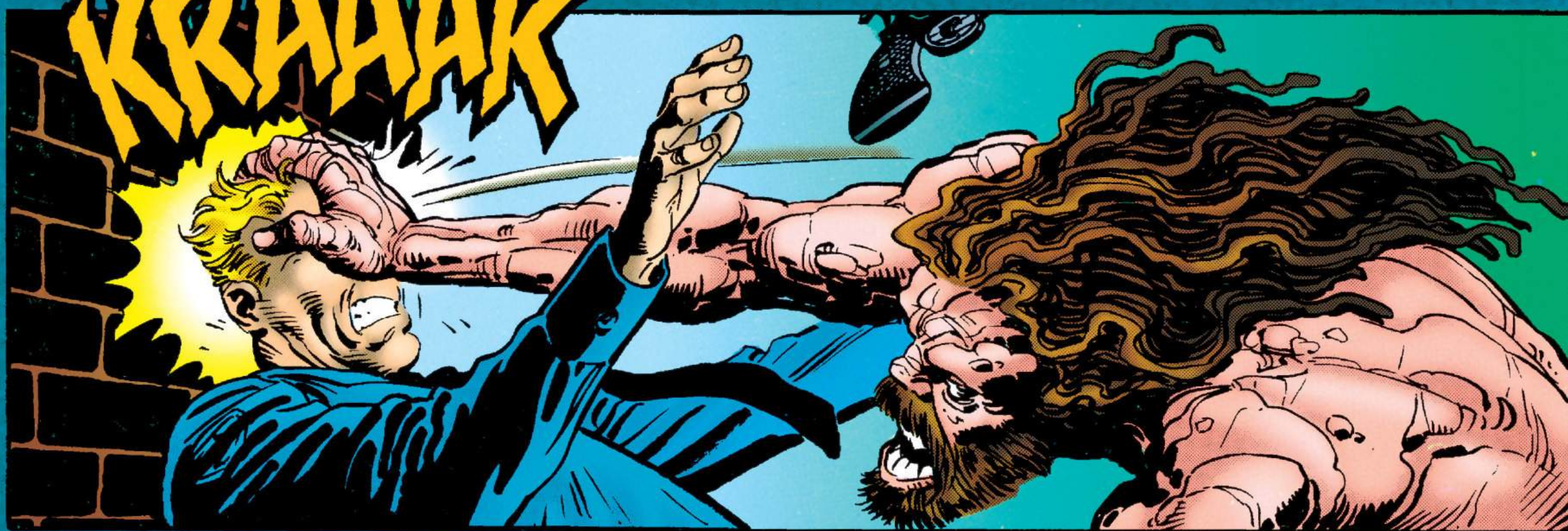


WORDS MEANT FOR KAINE...

KAAAK!!

SPAK!

...THAT PIERCED MY HEART...





SOMEWHERE INSIDE HIM, HE STILL HEARD HIS FATHER'S VOICE-- CALLING HIM FLAWED, WORTHLESS. UNWORTHY OF LOVE.

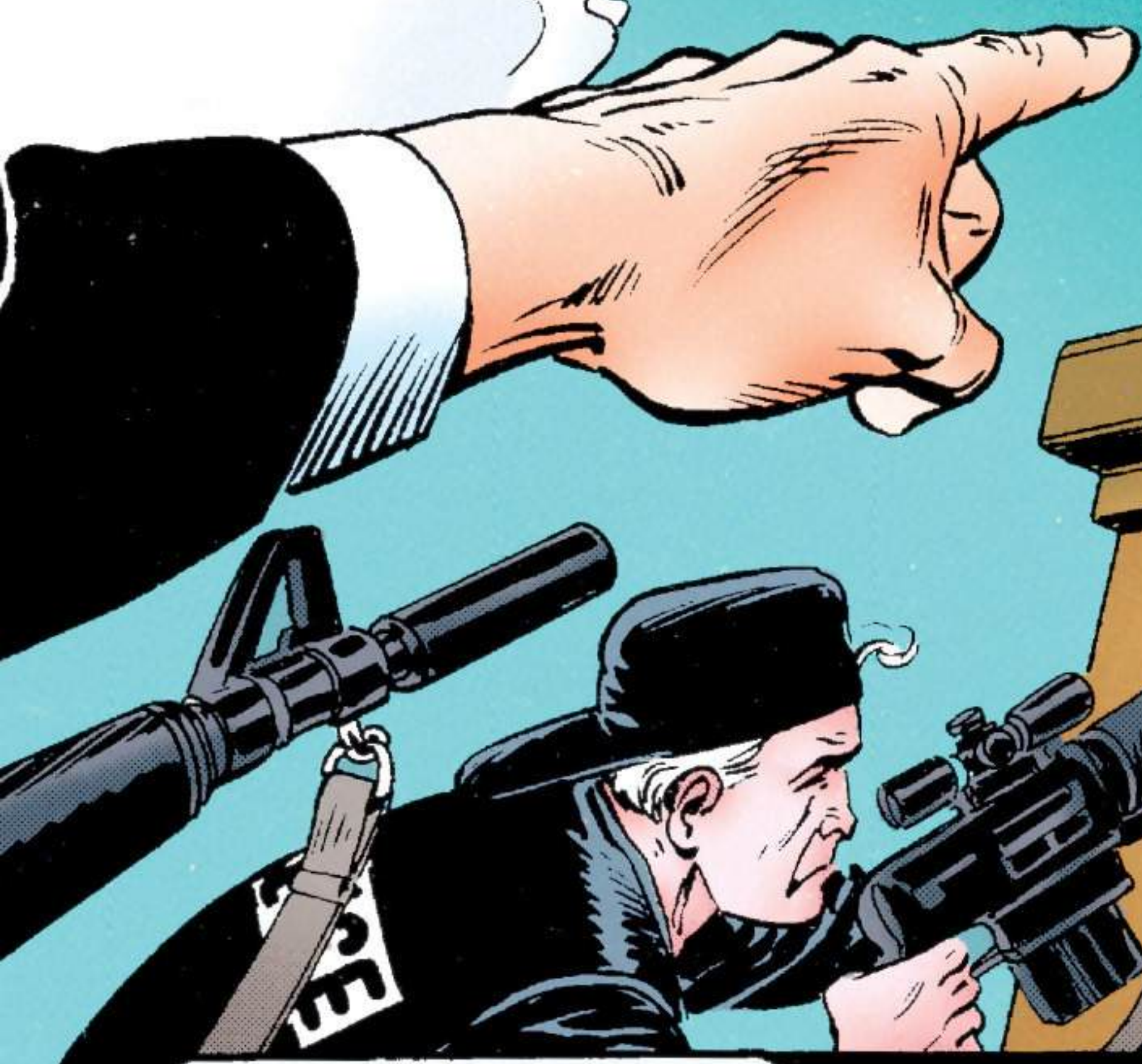
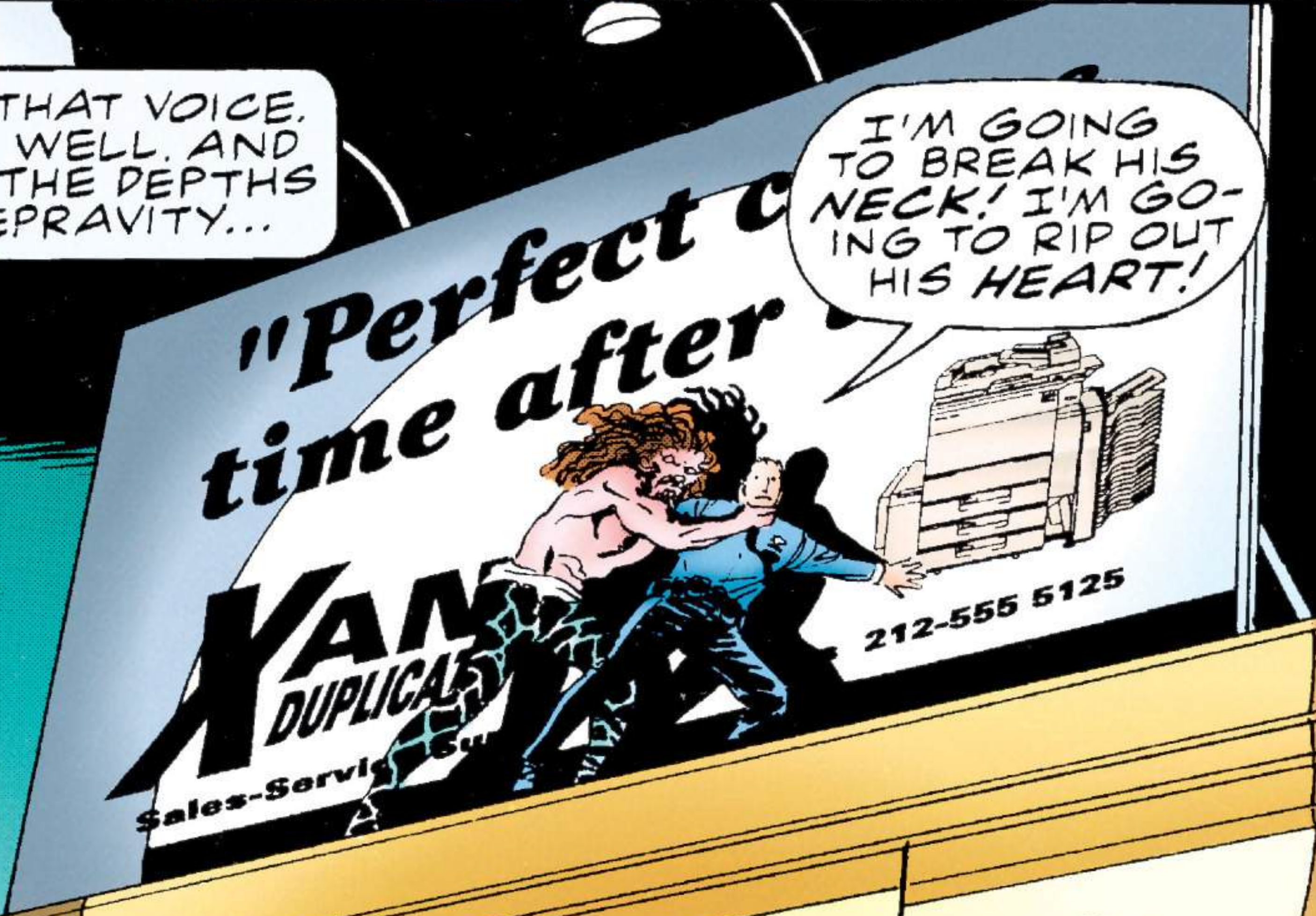
HE'S GOT A COP UP THERE-- AND HE'S KILLED COPS BEFORE!

THIS ISN'T THE KIND OF SCUM THAT NEGOTIATES-- SO THE FIRST CLEAR SHOT YOU'VE GOT--

--TAKE THAT ANIMAL DOWN!

I KNEW THAT VOICE, ALL TOO WELL, AND I KNEW THE DEPTHS ...THE DEPRAVITY...

I'M GOING TO BREAK HIS NECK! I'M GOING TO RIP OUT HIS HEART!



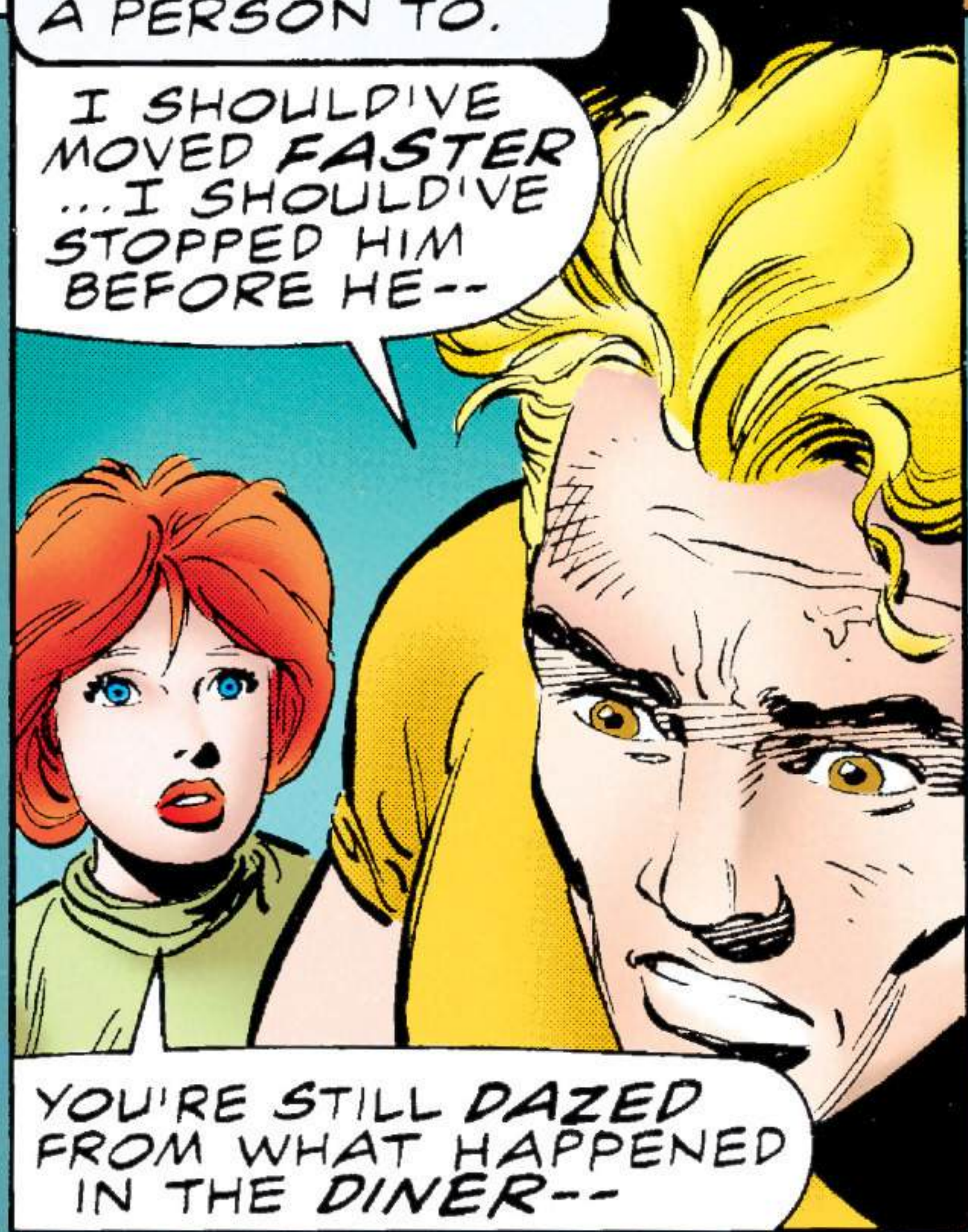
...IT COULD DRIVE A PERSON TO.

I SHOULD'VE MOVED FASTER ...I SHOULD'VE STOPPED HIM BEFORE HE--

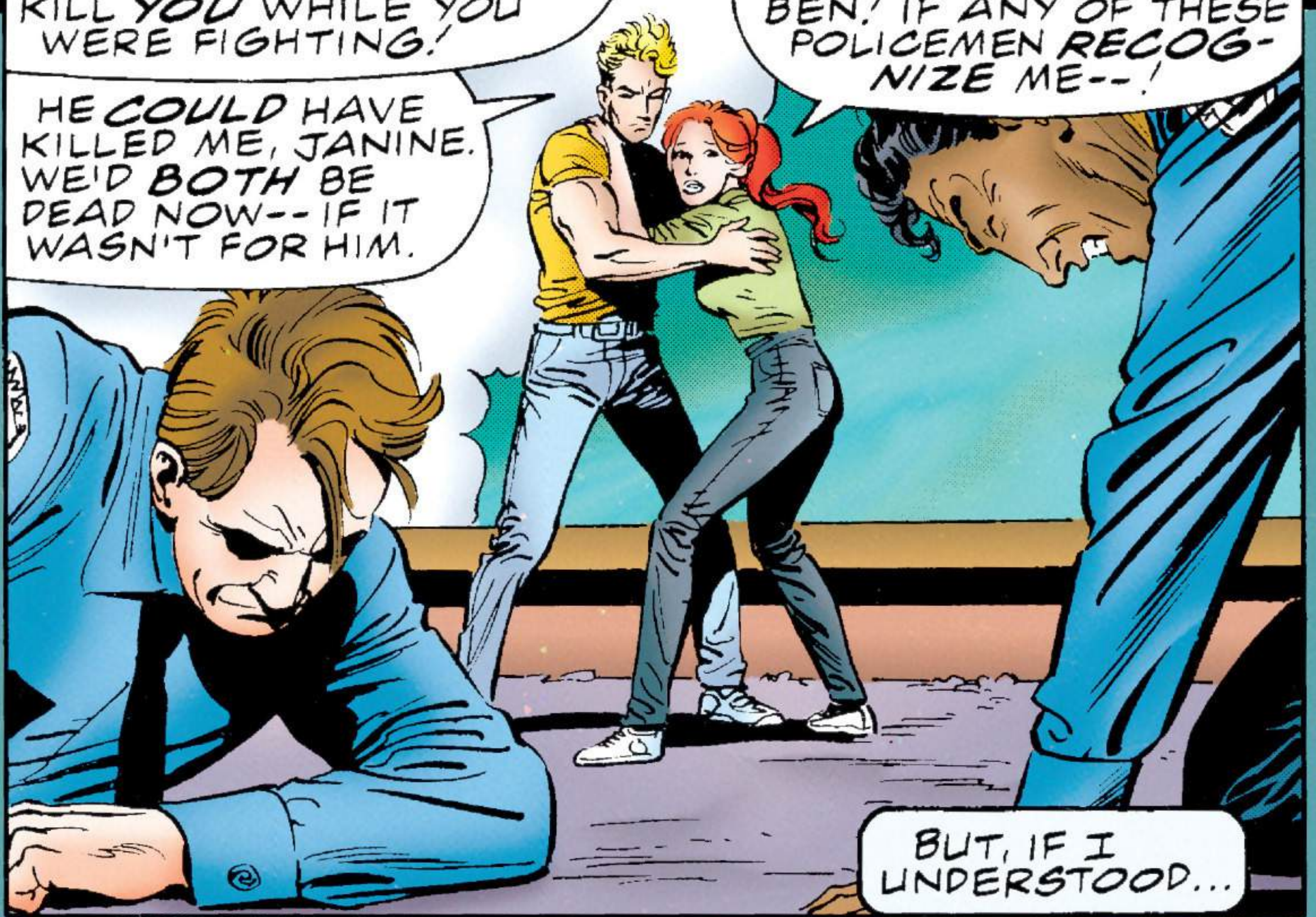
IT'S A WONDER HE DIDN'T KILL YOU WHILE YOU WERE FIGHTING!

HE COULD HAVE KILLED ME, JANINE. WE'D BOTH BE DEAD NOW-- IF IT WASN'T FOR HIM.

WE'VE GOT TO GO, BEN! IF ANY OF THESE POLICEMEN RECOGNIZE ME--!



YOU'RE STILL DAZED FROM WHAT HAPPENED IN THE DINER--



BUT, IF I UNDERSTOOD...

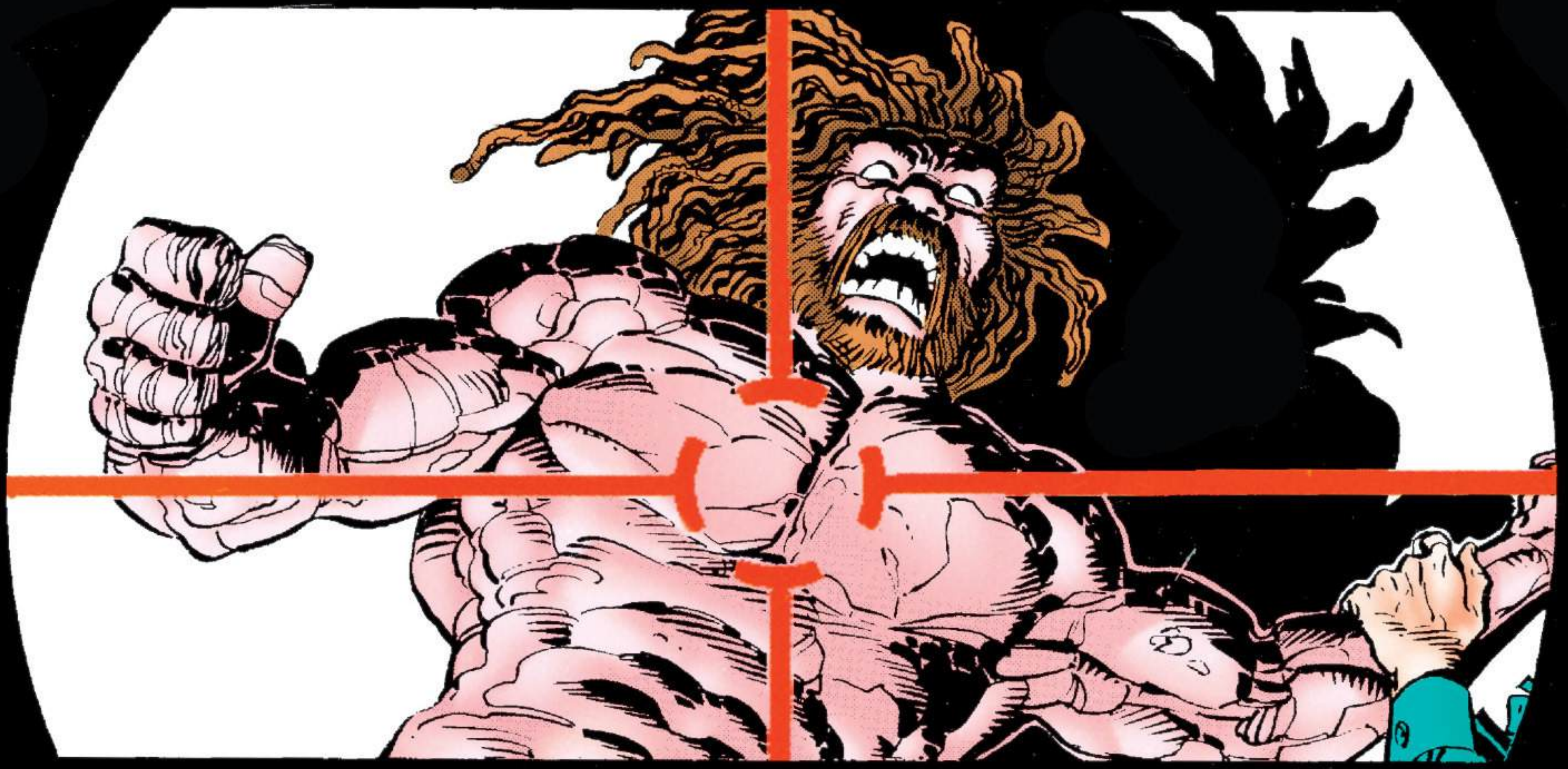
...WHY WERE MY FIRST THOUGHTS ONLY OF MYSELF?

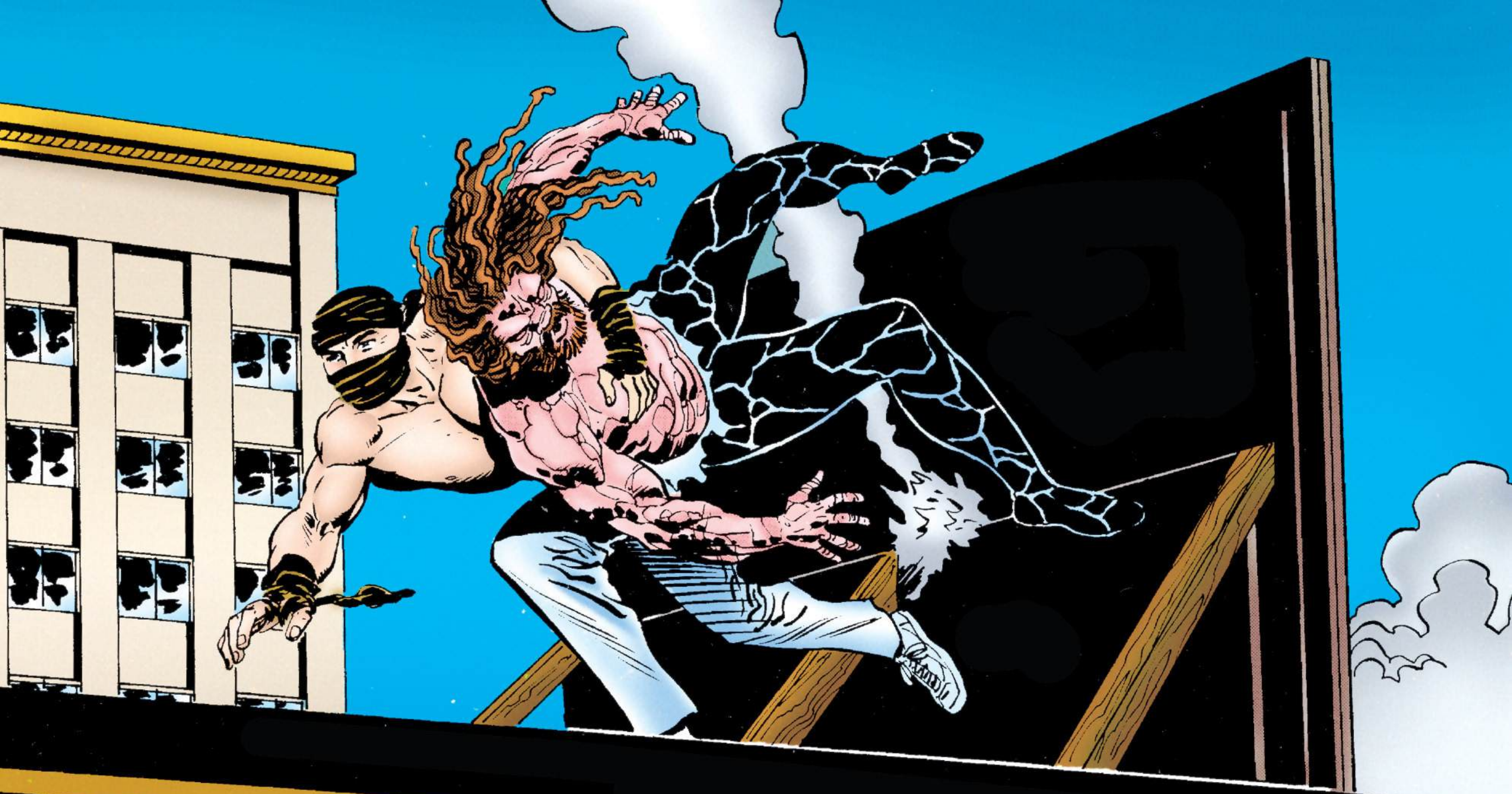
LET THE OFFICER GO, KAINE!

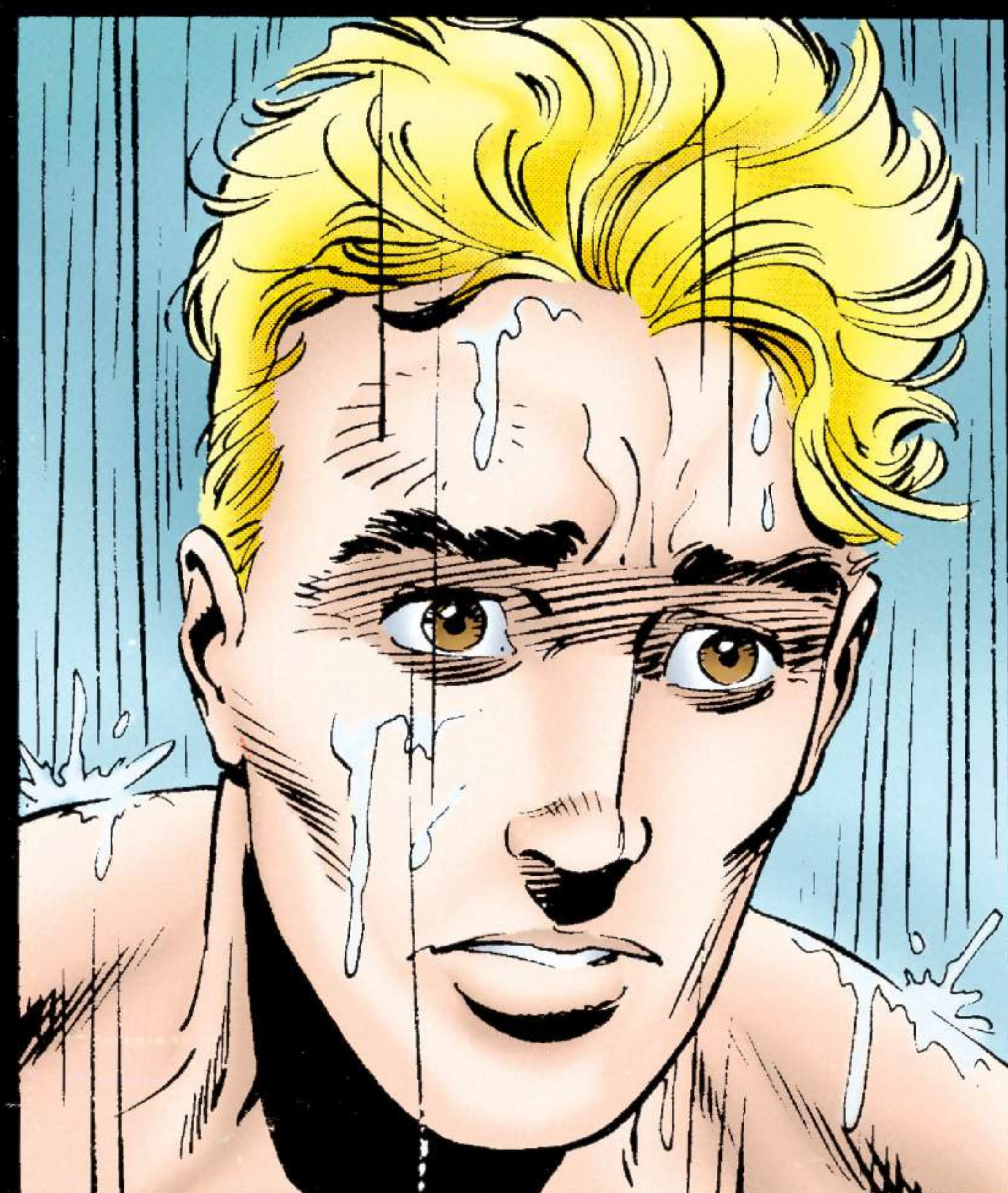
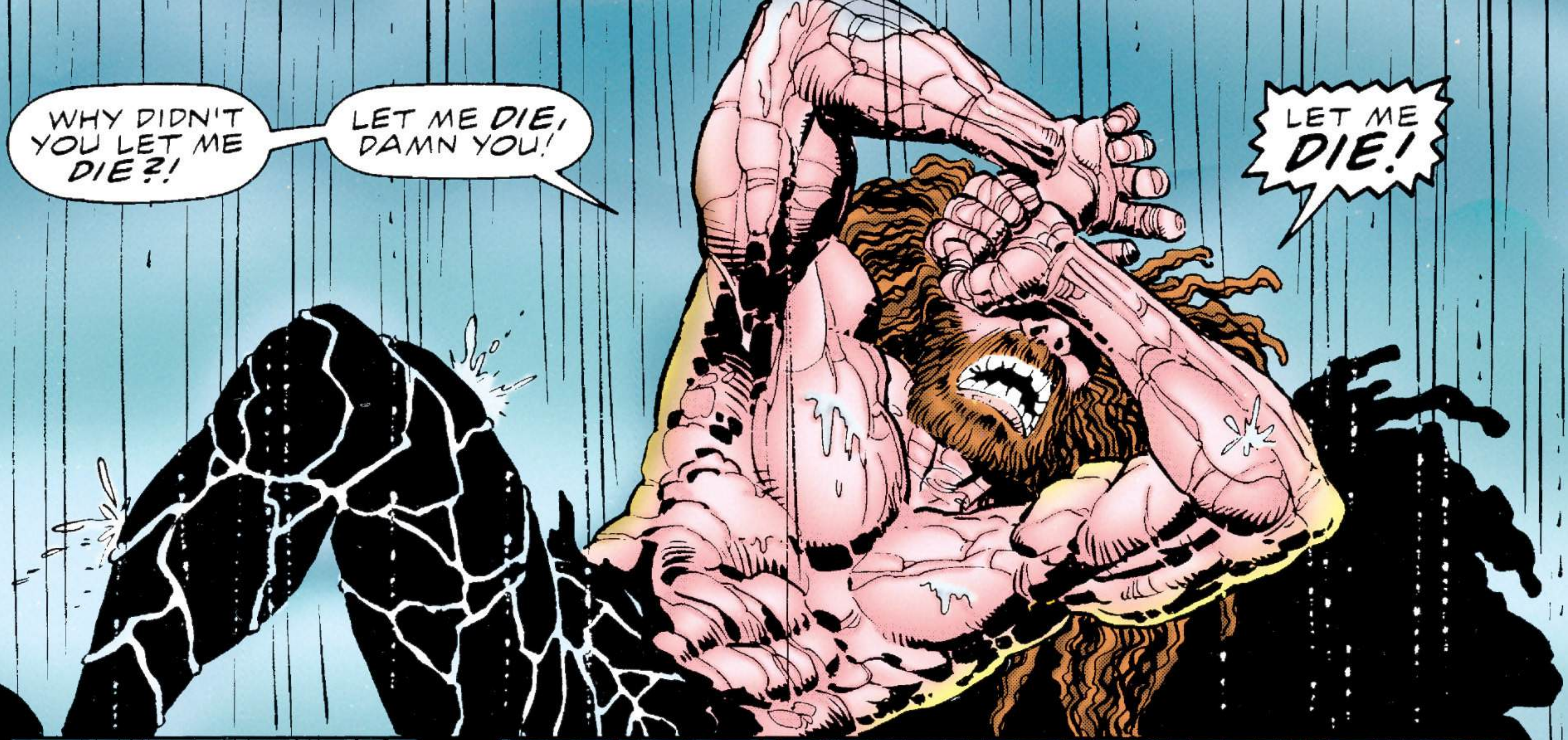
YOU'RE TRAPPED! THERE'S NO WAY OUT OF THIS!

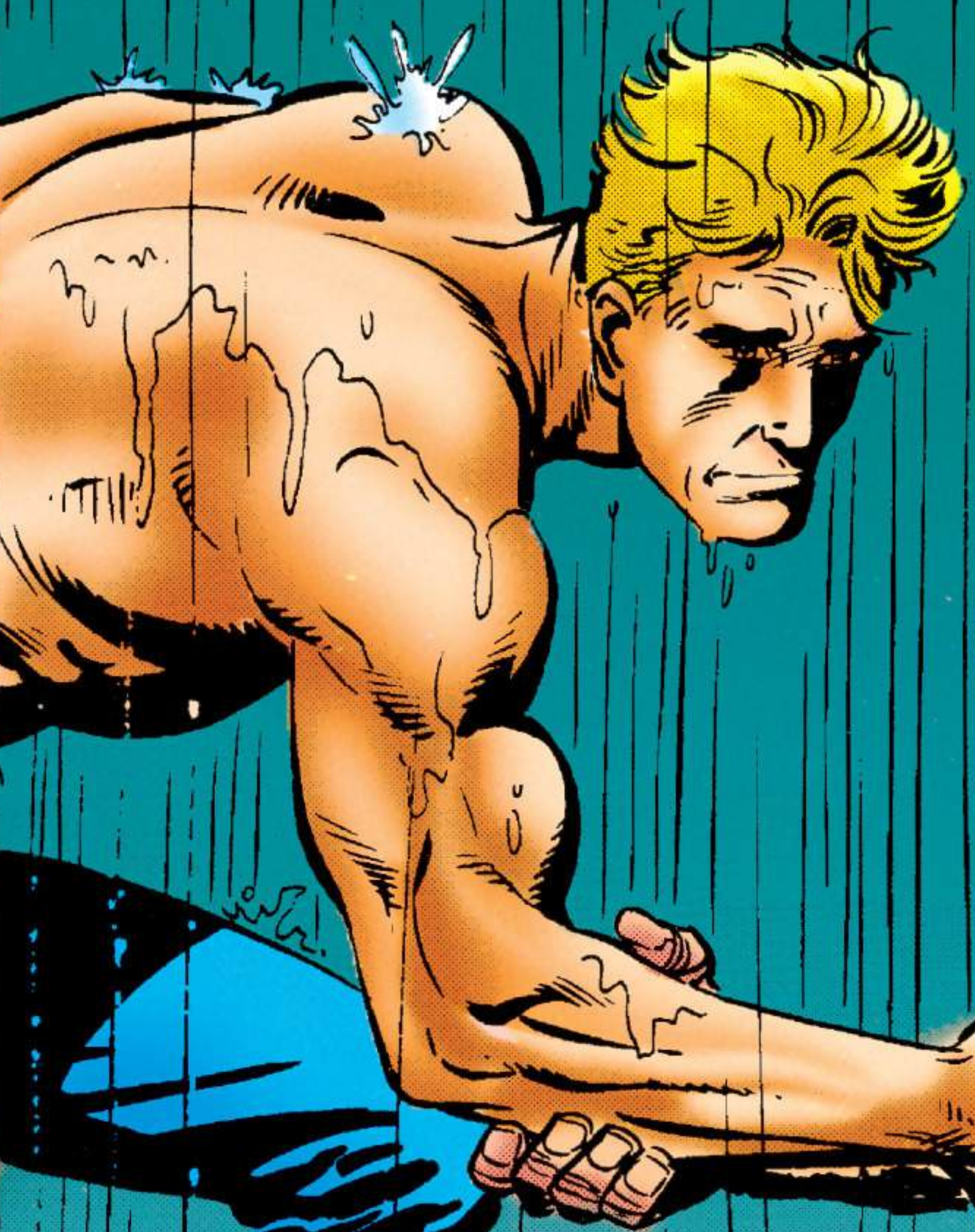
YES, THERE IS!

I GUESS... FEAR DIES A SLOW DEATH. BUT THANK GOD...





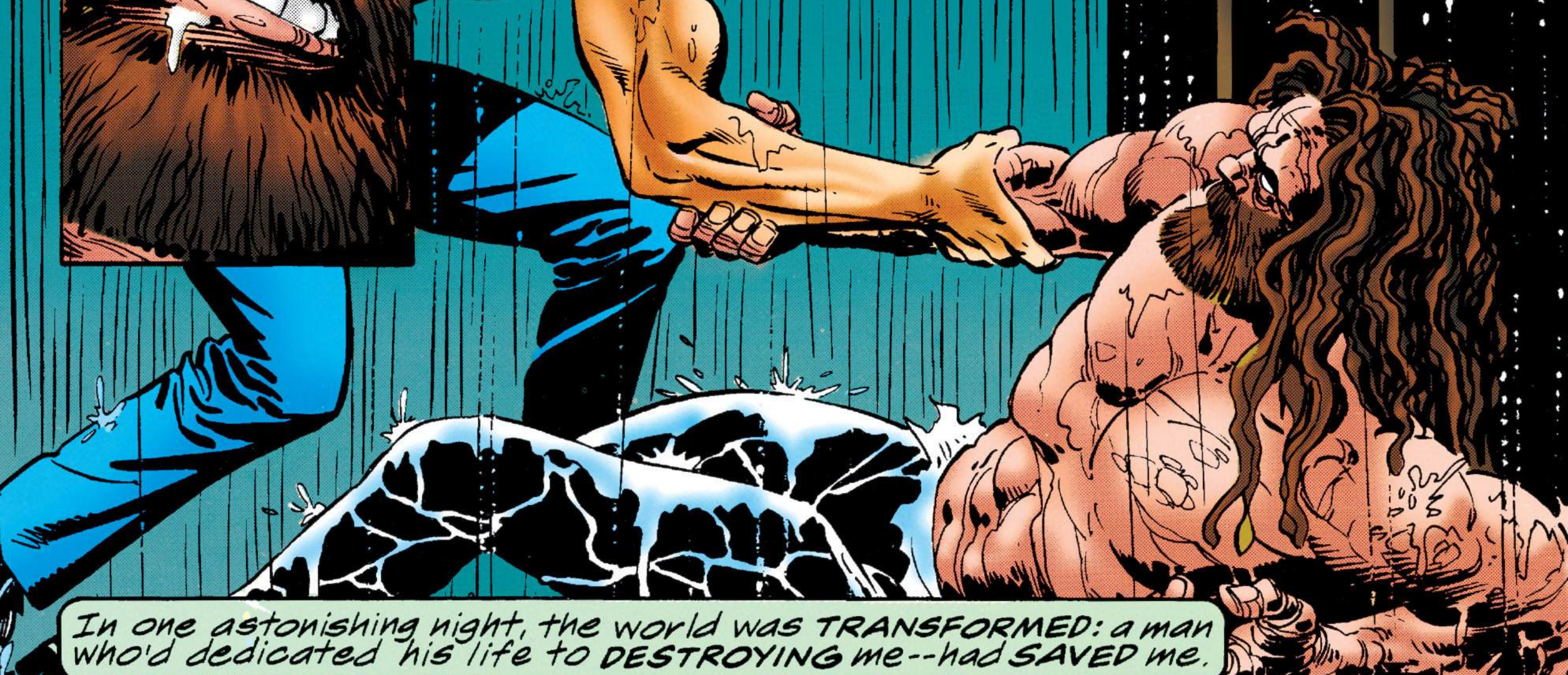




No words passed between us. No words were necessary.

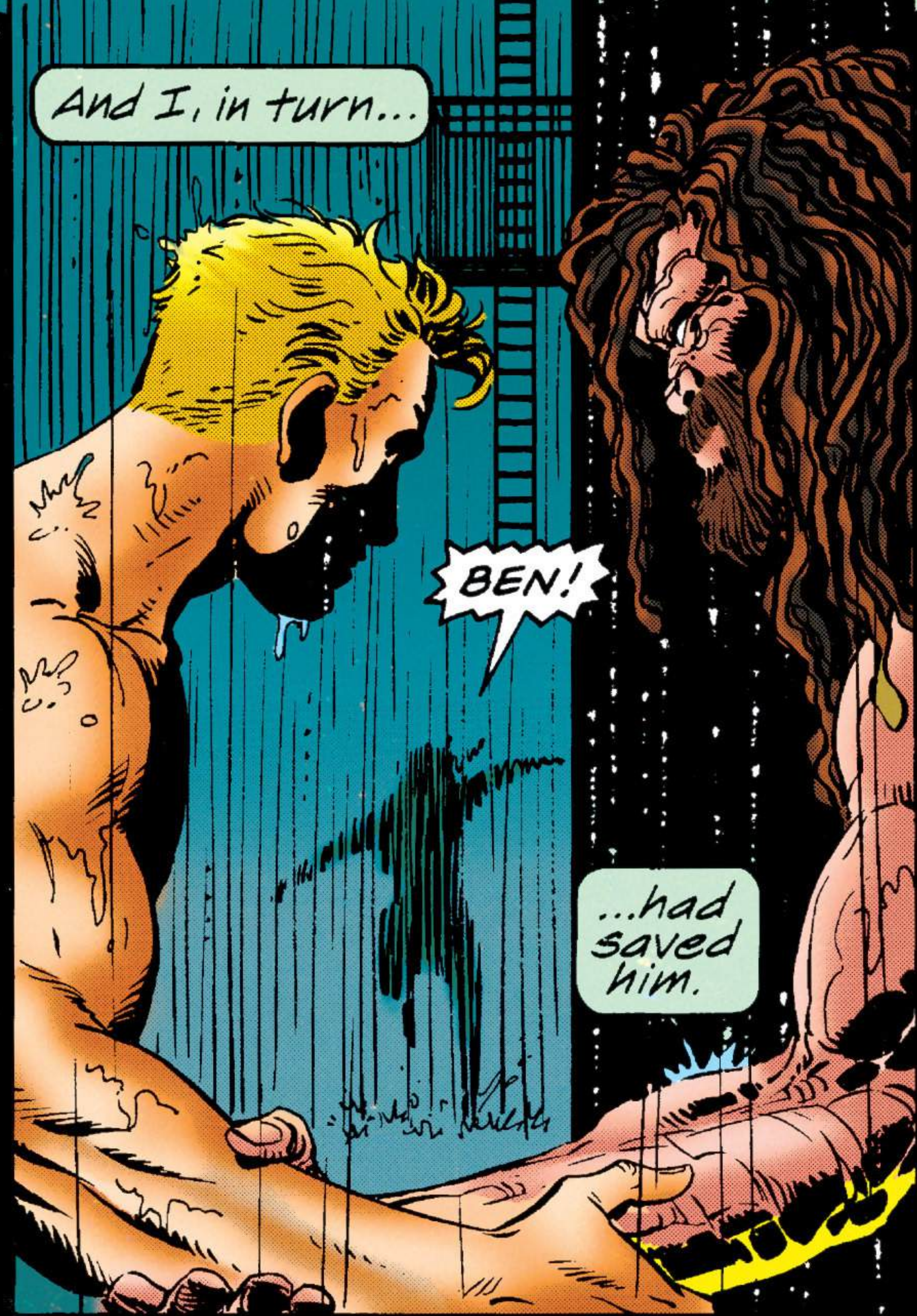
We knew, in that moment, that we'd found each other. That we truly were-- BROTHERS. Born of the same cells.

Possessed of the same heart.



In one astonishing night, the world was TRANSFORMED: a man who'd dedicated his life to DESTROYING me--had SAVED me.

And I, in turn...

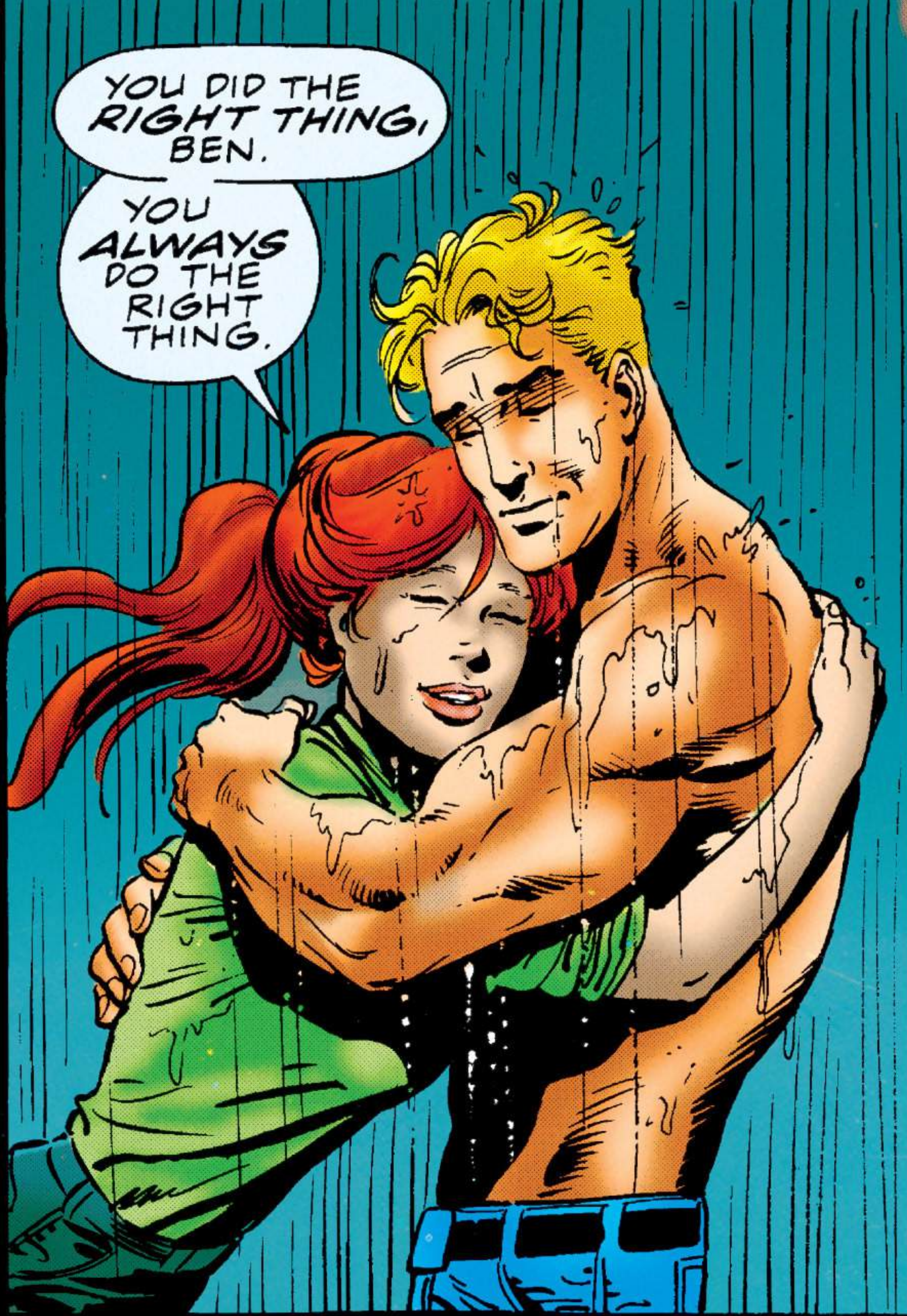


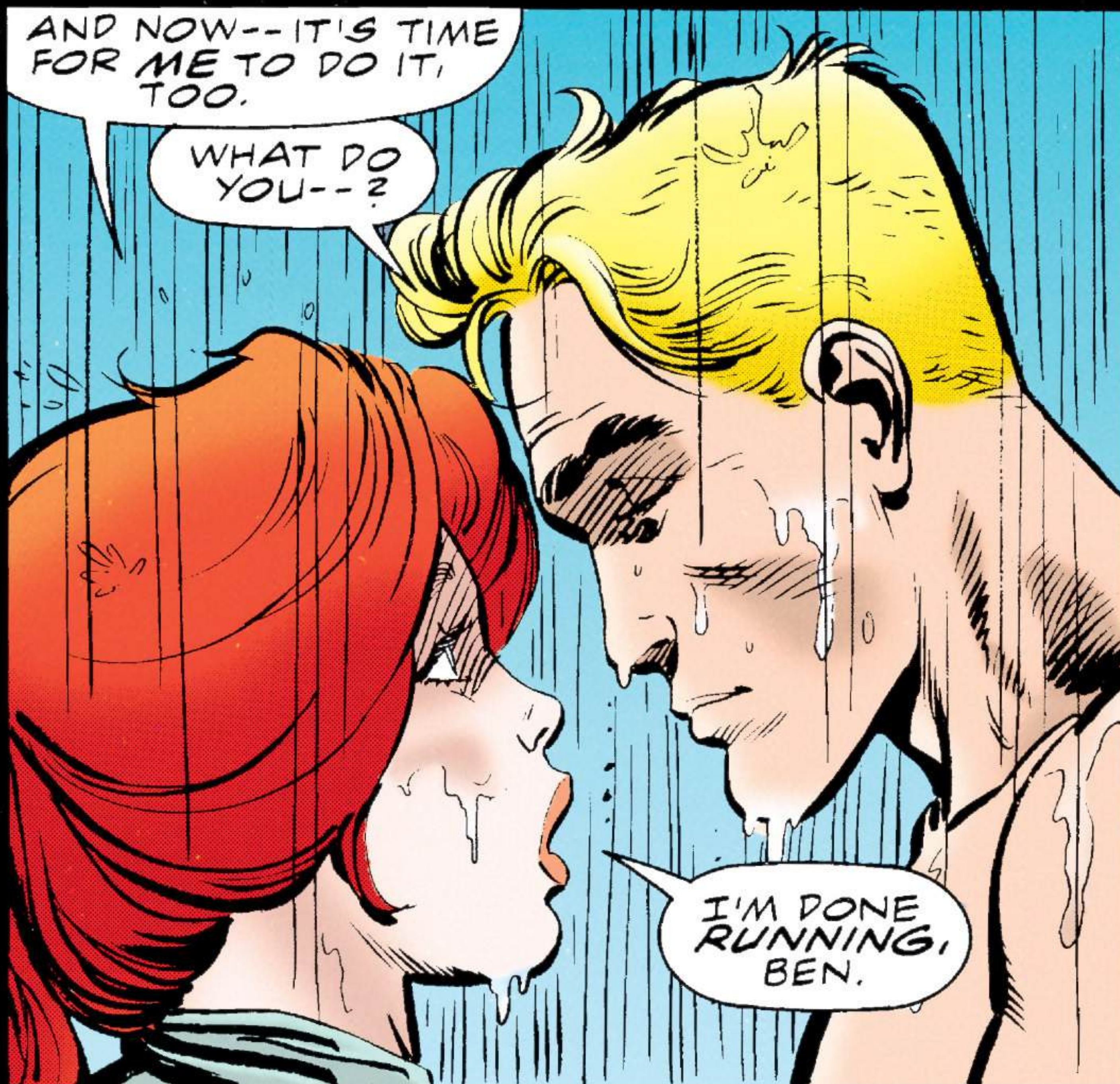
BEN!

...had saved him.

YOU DID THE RIGHT THING, BEN.

YOU ALWAYS DO THE RIGHT THING.

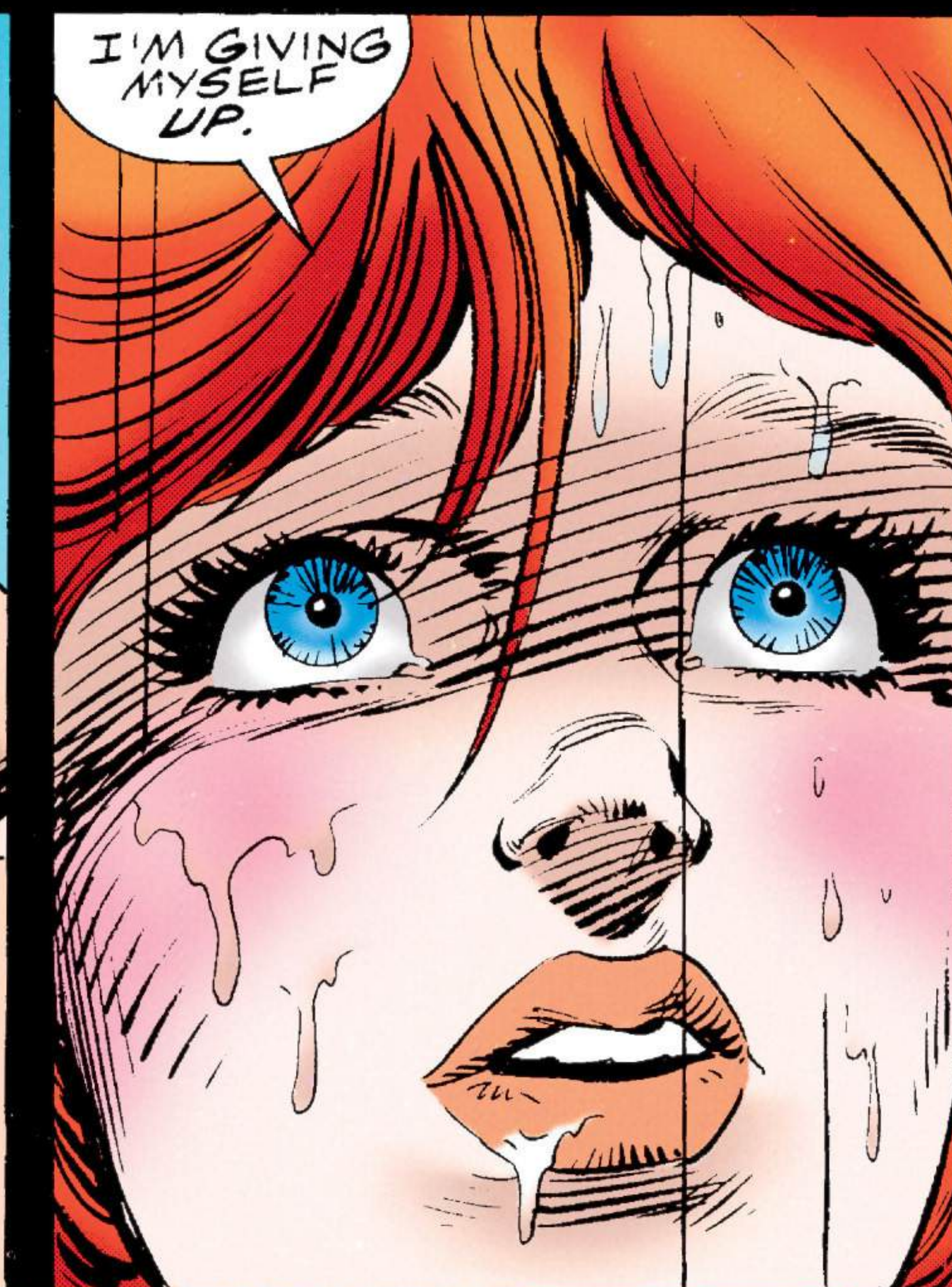




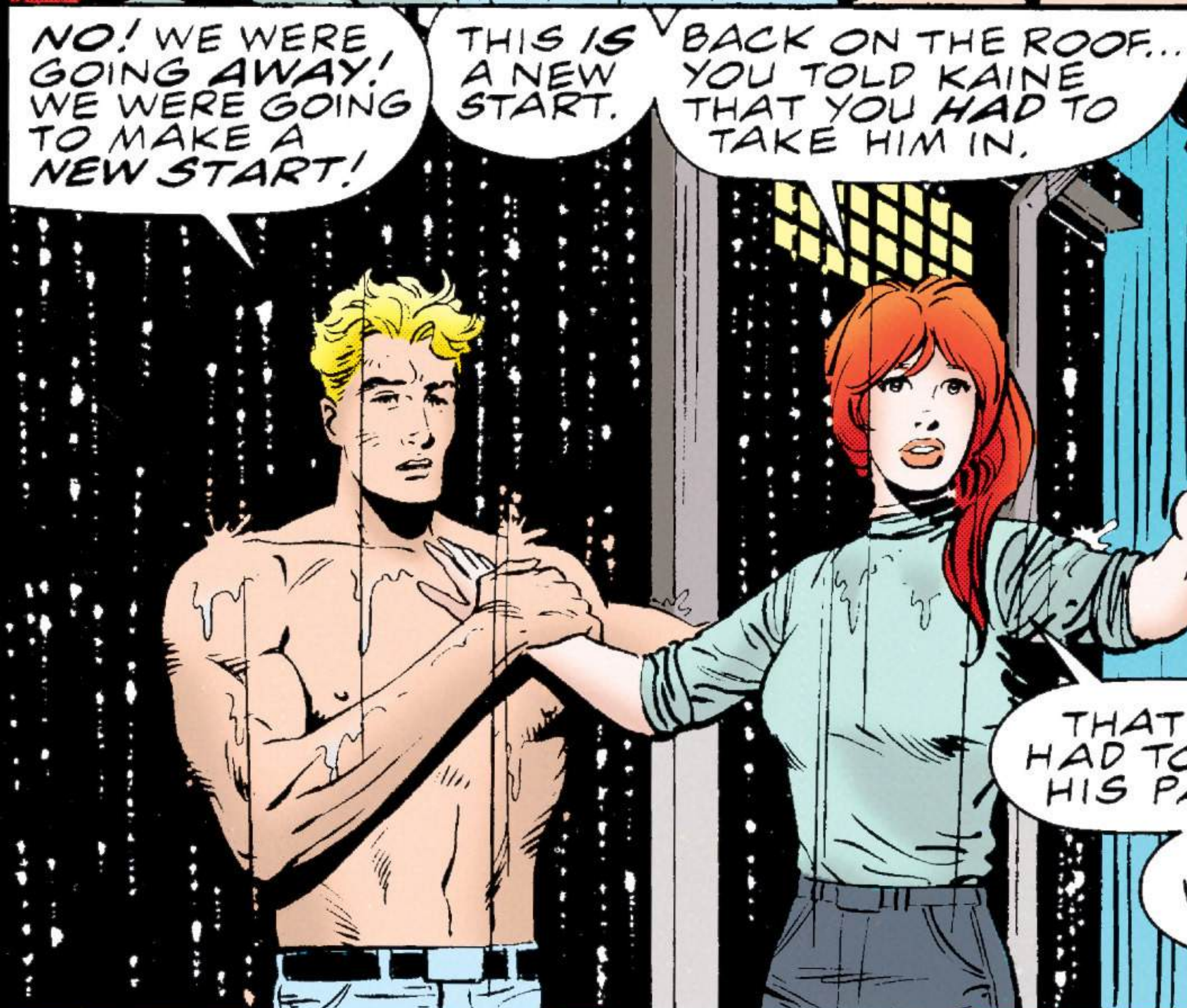
AND NOW--IT'S TIME FOR ME TO DO IT, TOO.

WHAT DO YOU--?

I'M DONE RUNNING, BEN.



I'M GIVING MYSELF UP.



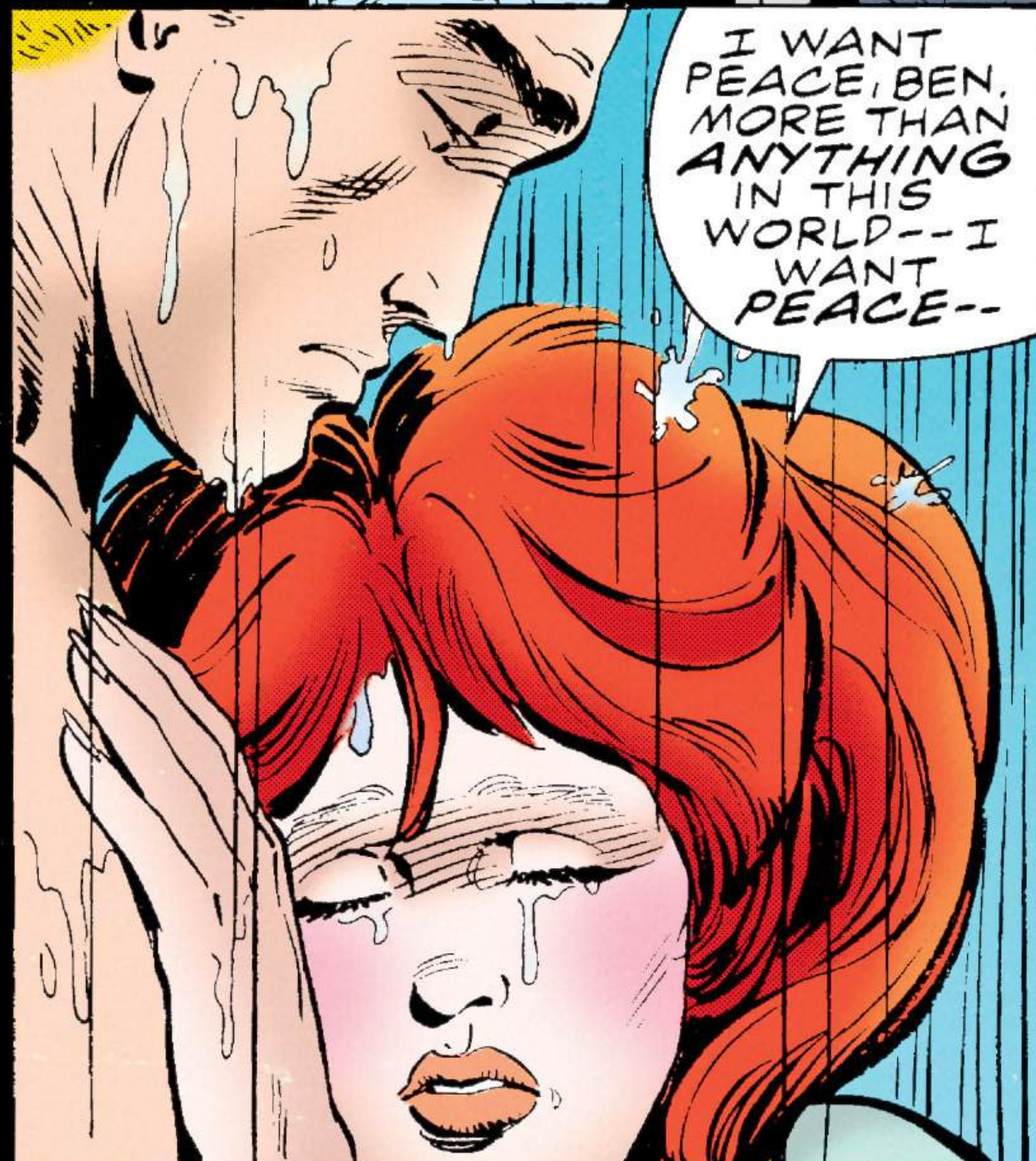
NO! WE WERE GOING AWAY! WE WERE GOING TO MAKE A NEW START!

THIS IS A NEW START.

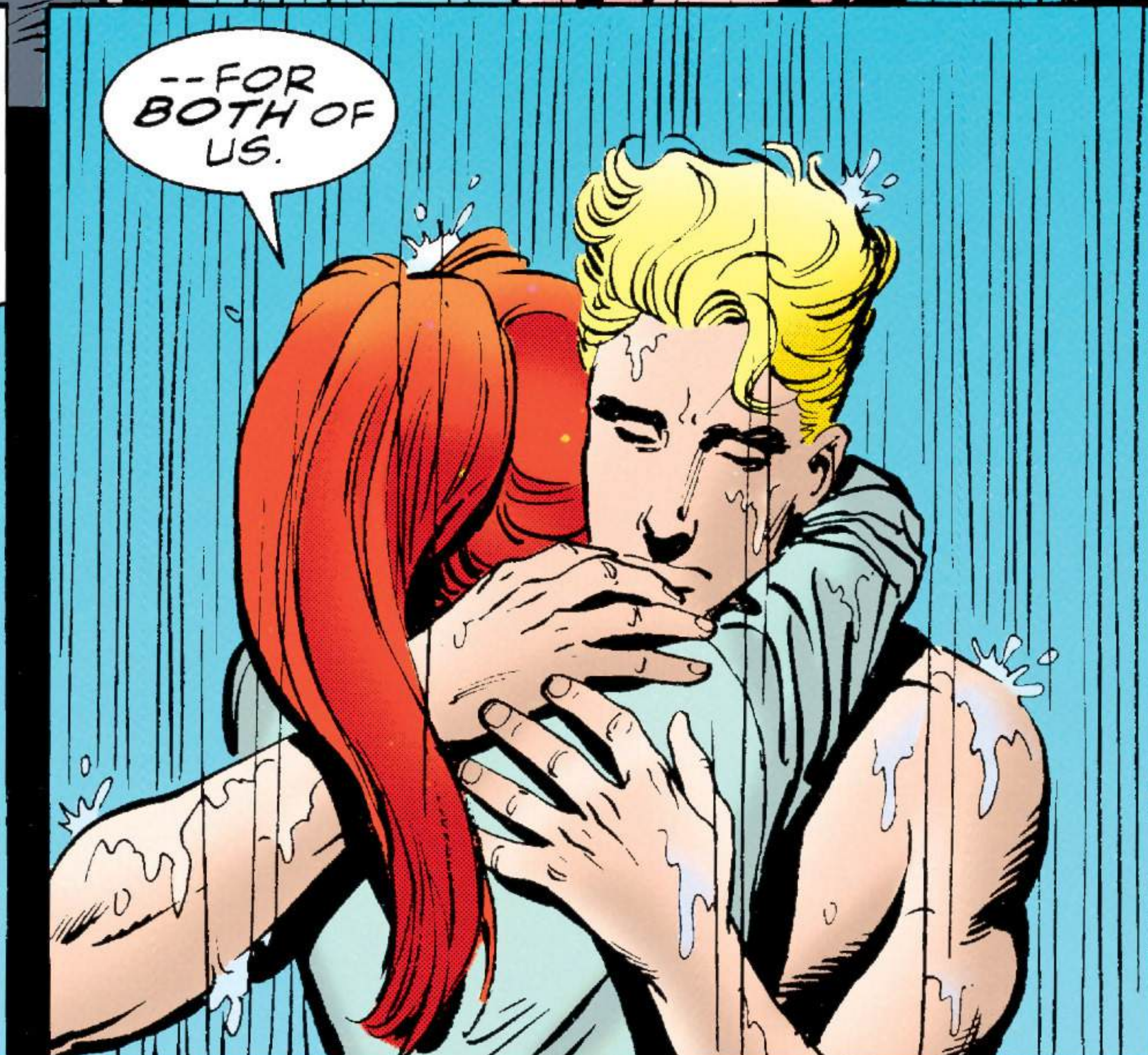
BACK ON THE ROOF... YOU TOLD KATIE THAT YOU HAD TO TAKE HIM IN.

THAT HE HAD TO FACE HIS PAST--

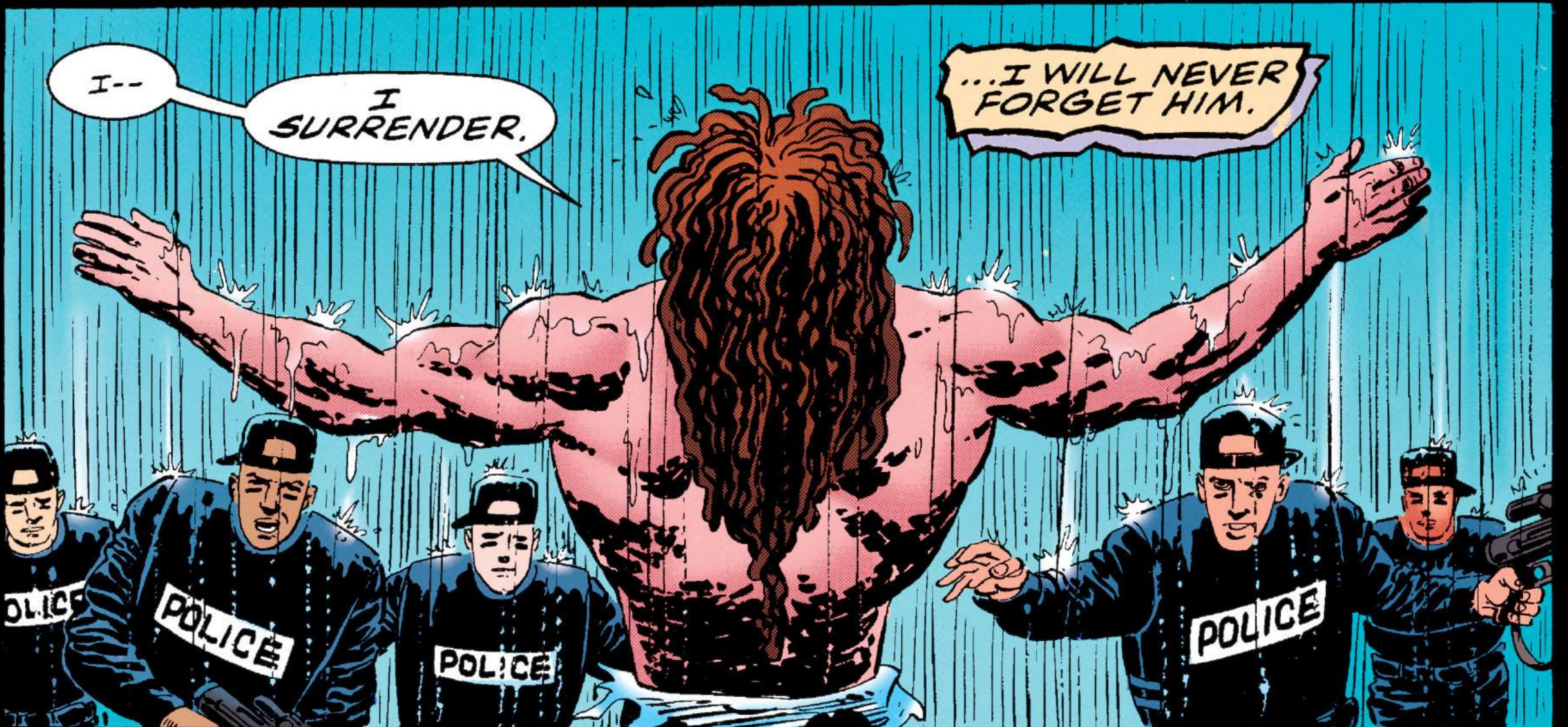
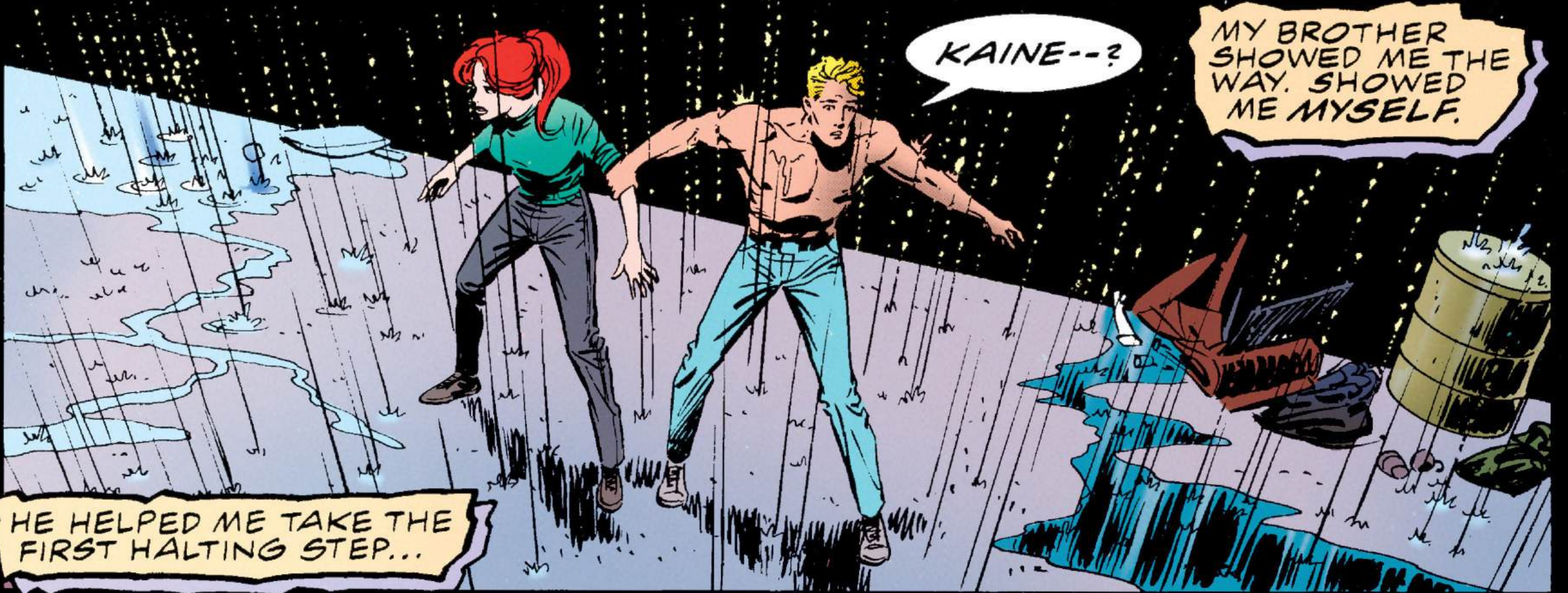
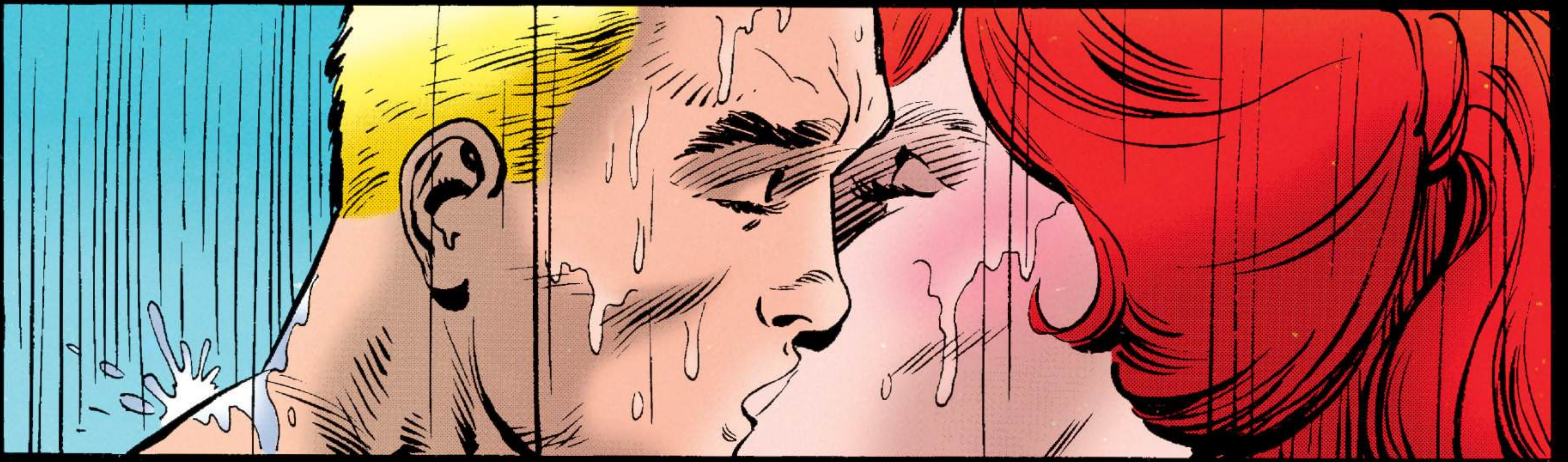
--IF HE EVER WANTED TO FIND PEACE.



I WANT PEACE, BEN. MORE THAN ANYTHING IN THIS WORLD--I WANT PEACE--

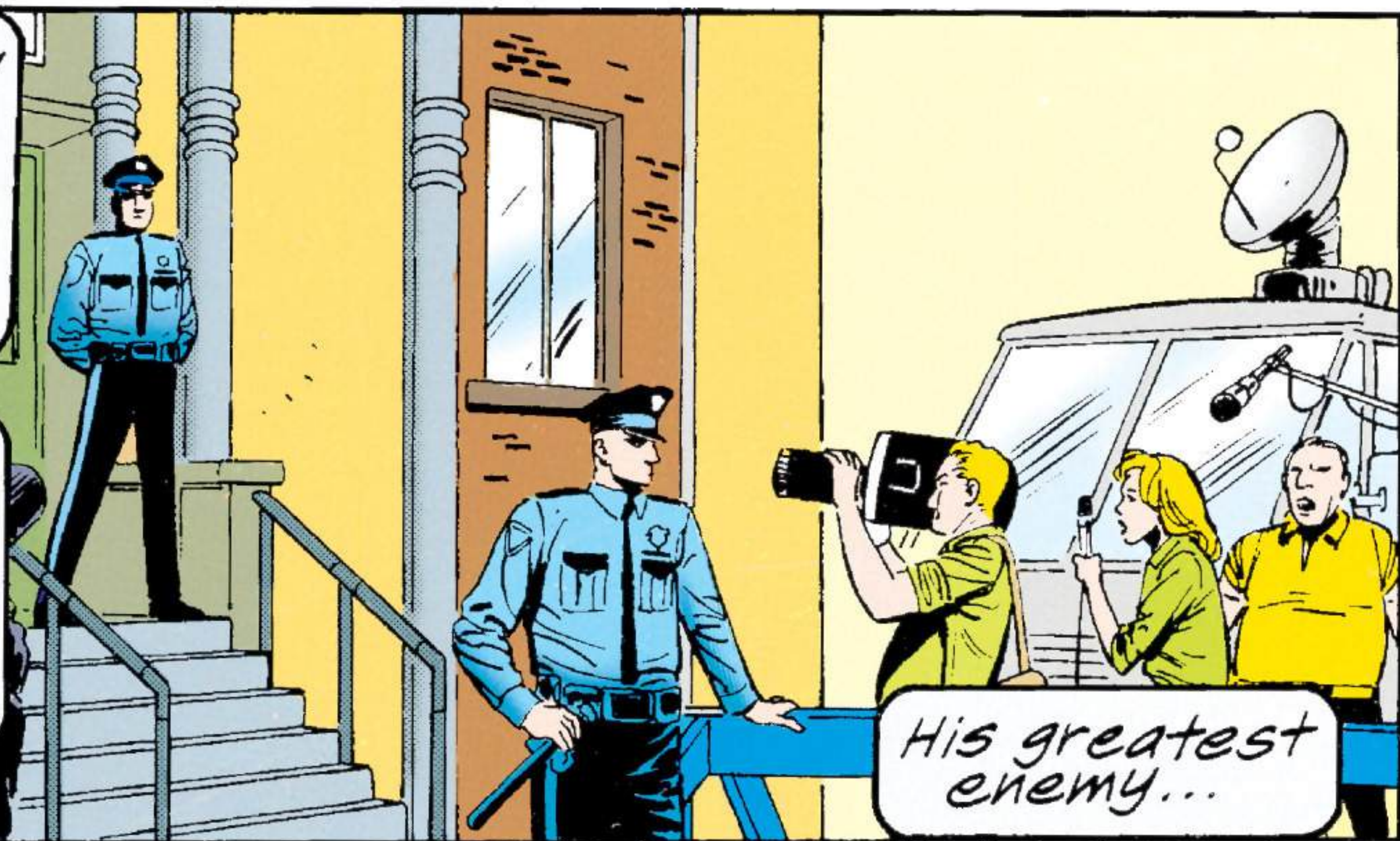


--FOR BOTH OF US.



What Kaine did took extraordinary courage. I knew his road would be a difficult one--he had so much blood on his hands that it would take years to even **BEGIN** washing it away.

But I was determined to **HELP** him. To find a way to slow his cellular degeneration... to tell the people who wanted his head about the horrible circumstances that **MADE** Kaine what he was.



...would become his greatest **ADVOCATE**.

JANINE'S road wouldn't be quite as tortuous-- I truly believed that, when the facts were out she'd find **MERCY**; she'd find **HOPE**...



Still I knew, to the bottom of my soul, that my sweet Janine...my sweet **ELIZABETH**...would find her way.



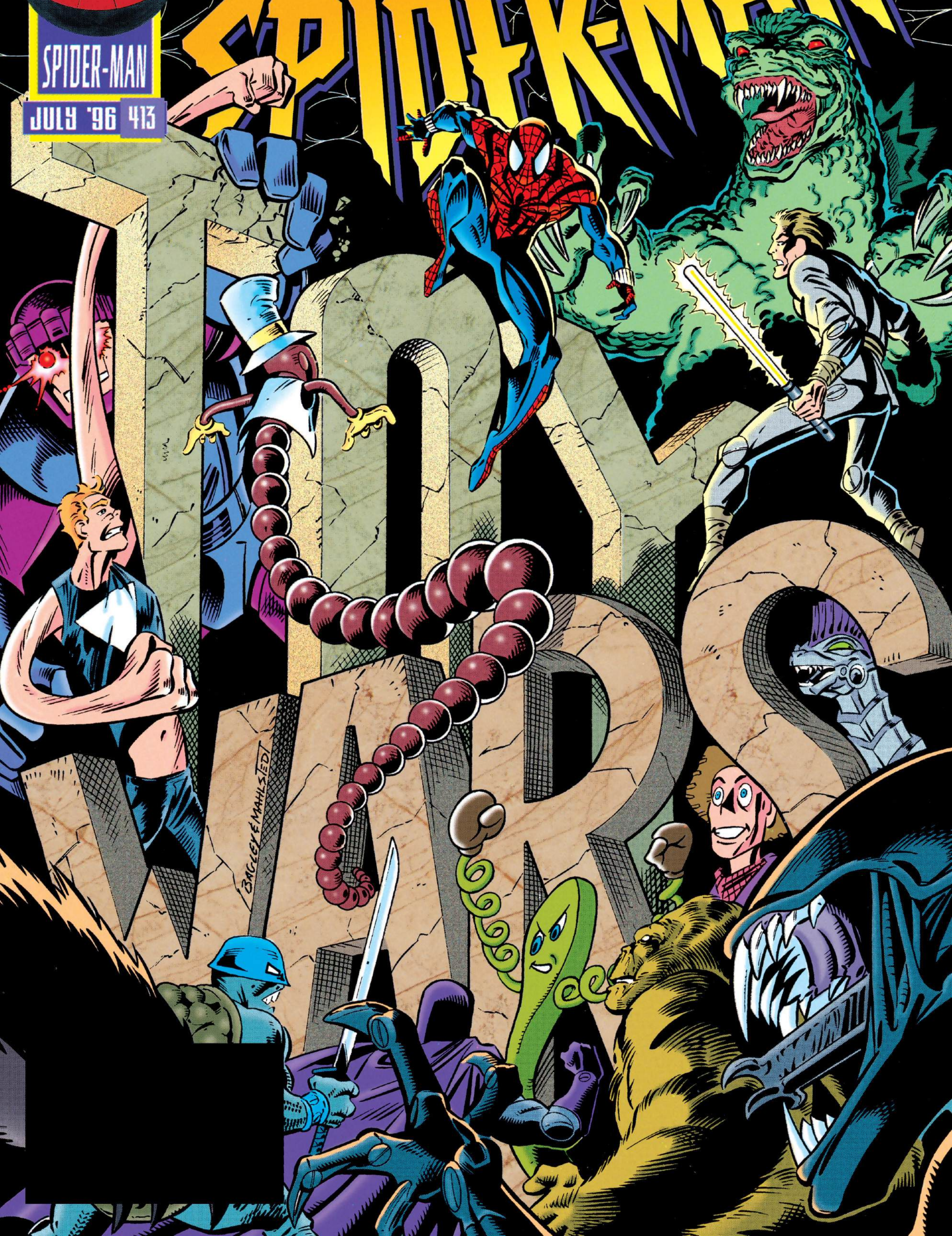
"--THAT I HAD
HELP FROM
ABOVE."

And as long as I live, I'll
love her. As long as I
live, I'll be watching
OVER her.

BOTH AS BEN
REILLY...

...and
SPIDER-MAN.

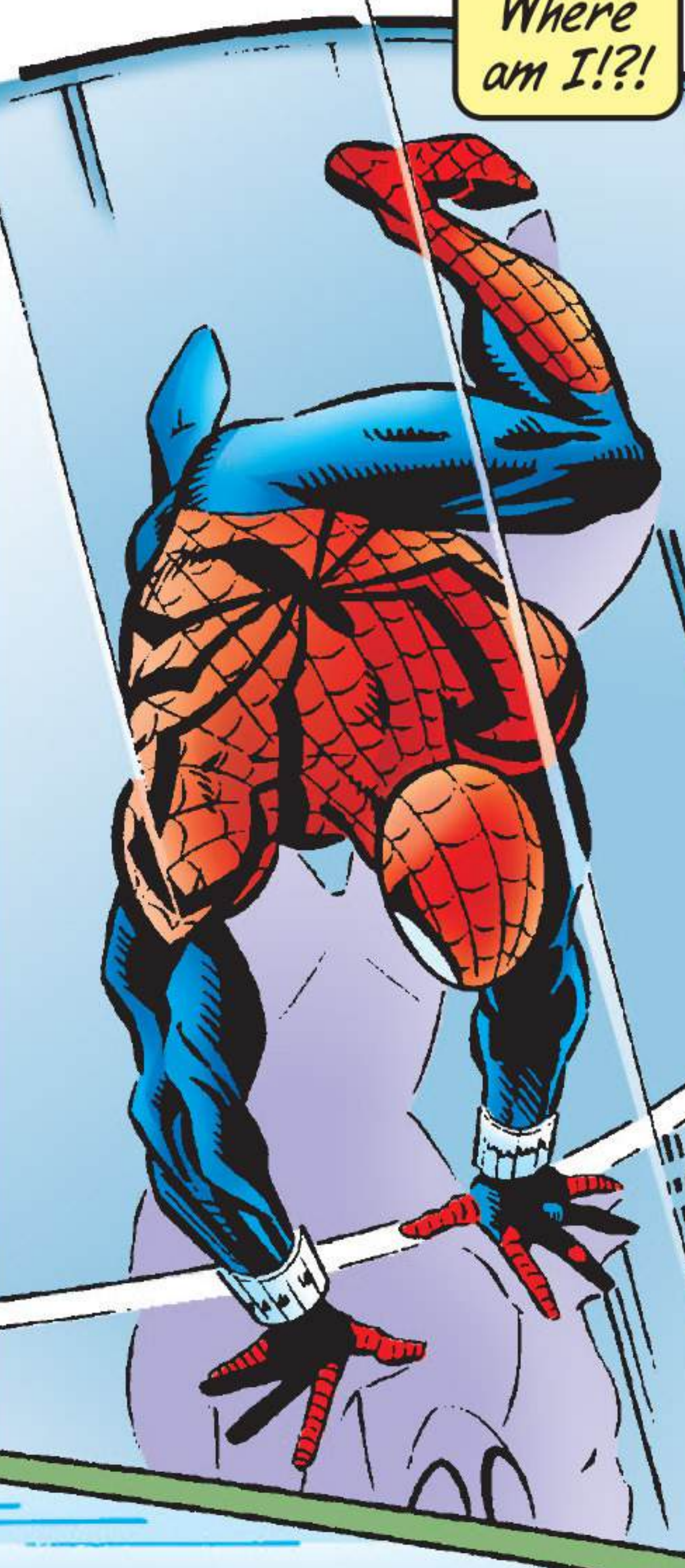
The End

A dynamic comic book illustration featuring Spider-Man in his iconic red and blue suit, crouched in a ready position. He is facing a large, green, reptilian monster with sharp teeth and red eyes, which is roaring aggressively. The background is dark with white spider webs. The title "THE AMAZING SPIDER-MAN" is written in large, bold, yellow letters with a blue outline, slanted upwards across the top of the image. A small registered trademark symbol (®) is visible at the top right.

STAN LEE
presents
THE AMAZING
SPIDER-MAN

PAIN -- sharp and
all-encompassing
-- jolts me awake
with strobelike
suddenness!

UGGNNN!

I struggle upward --
-- through waves of
seething nausea --
-- unable to
REMEMBER!
Where
am I!?!
A panel showing Spider-Man lying on his back on a light blue surface, struggling to push himself up with his arms and legs. He looks disoriented and in pain.

What HAPPENED to me?!
How long was I
UNCONSCIOUS?!
The ANSWERS hit
me like a brick!
N-NO!
NO! IT
CAN'T BE
REAL!
A large panel showing a close-up of Spider-Man's face and upper body. He has a shocked and distressed expression, with his hands clutching his chest. A bright yellow starburst effect is behind his head.

My world suddenly
ERUPTS --

-- PINBALLING me against
the all-too-revealing walls
of my new prison!

T-THIS IS
IMPOSSIBLE!

IT

CAN'T

BE

A large panel at the bottom of the page showing Spider-Man falling through a yellow and orange energy field. He is in a falling position with his arms outstretched. The field is composed of many thin, radiating lines. There are starburst effects at the corners of the panel.

His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility! **STAN LEE: PRESENTS: THE AMAZING SPIDER-MAN!**

BIG STORY

TOM DEFALCO
WRITER

MARK BAGLEY
PENCILS

LARRY MAHLSTEDT
INKS

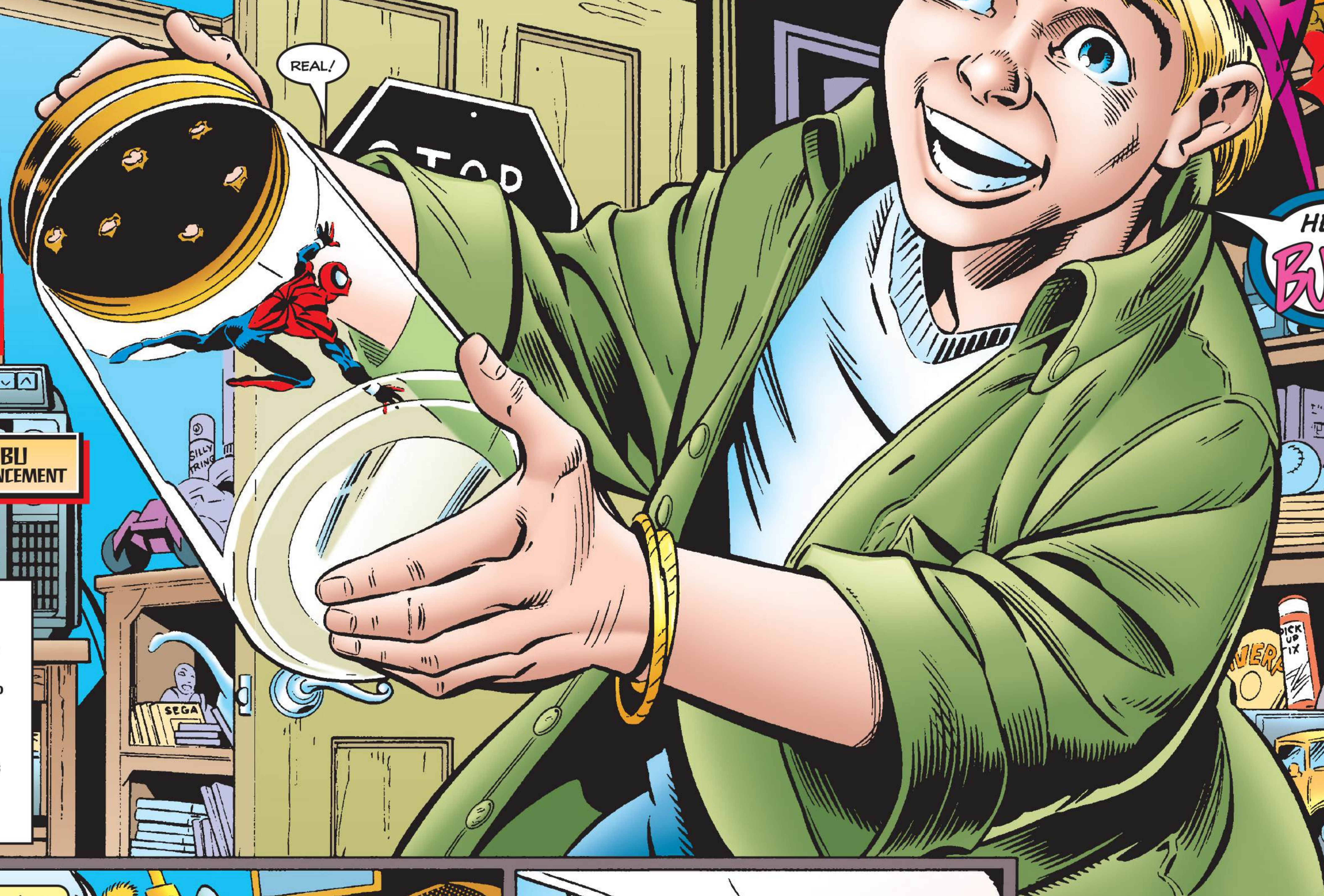
RICHARD STARKINGS
and **COMICRAFT**
LETTERING

BOB SHAREN **MALIBU**
COLORIST **ENHANCEMENT**

RALPH MACCHIO
EDITOR

BOB HARRAS
EDITOR IN CHIEF

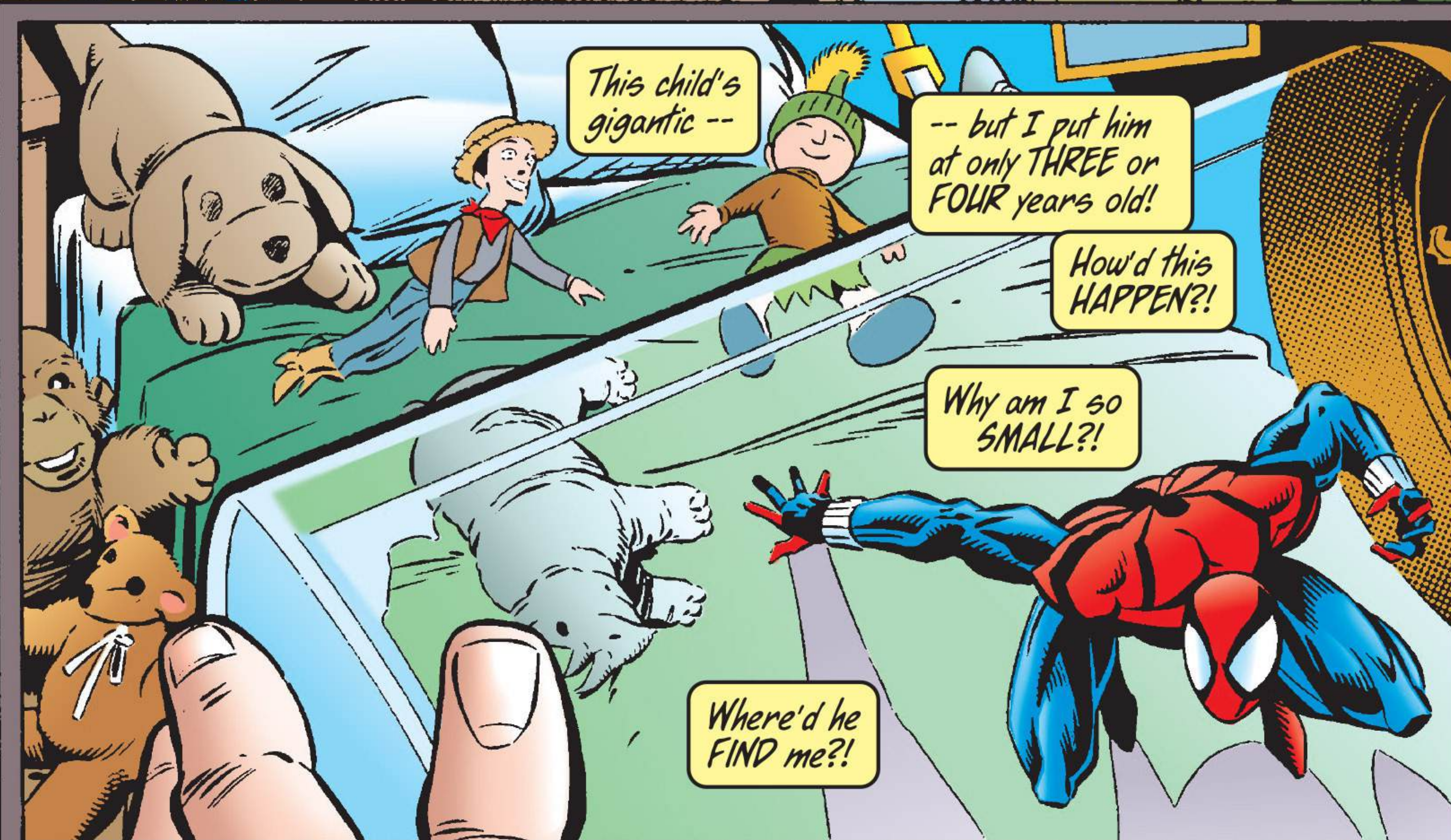
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REAL!

HEY,
BIG!

HIYA,
BUGGIE!



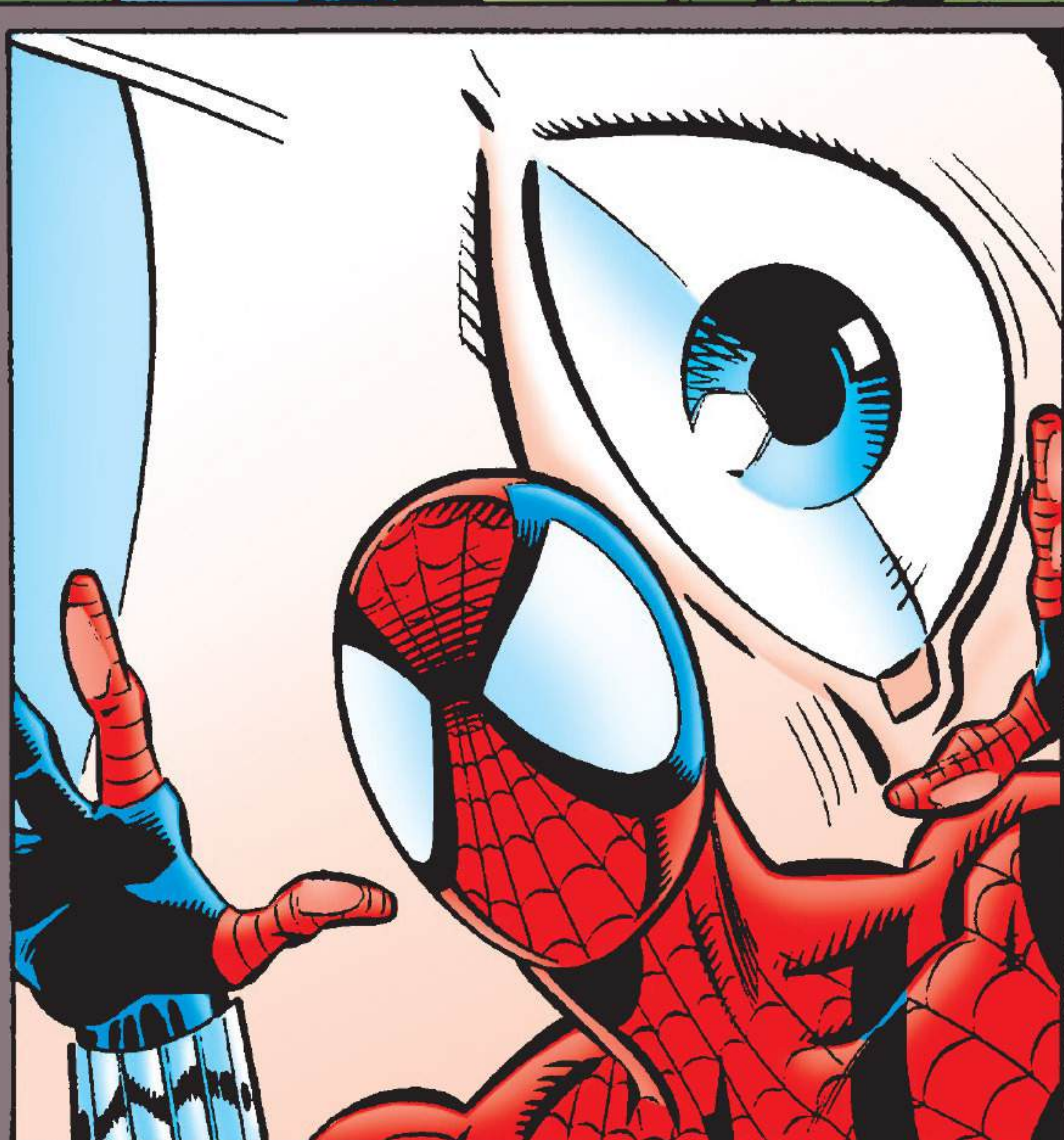
This child's
gigantic --

-- but I put him
at only **THREE** or
FOUR years old!

How'd this
HAPPEN?!

Why am I so
SMALL?!

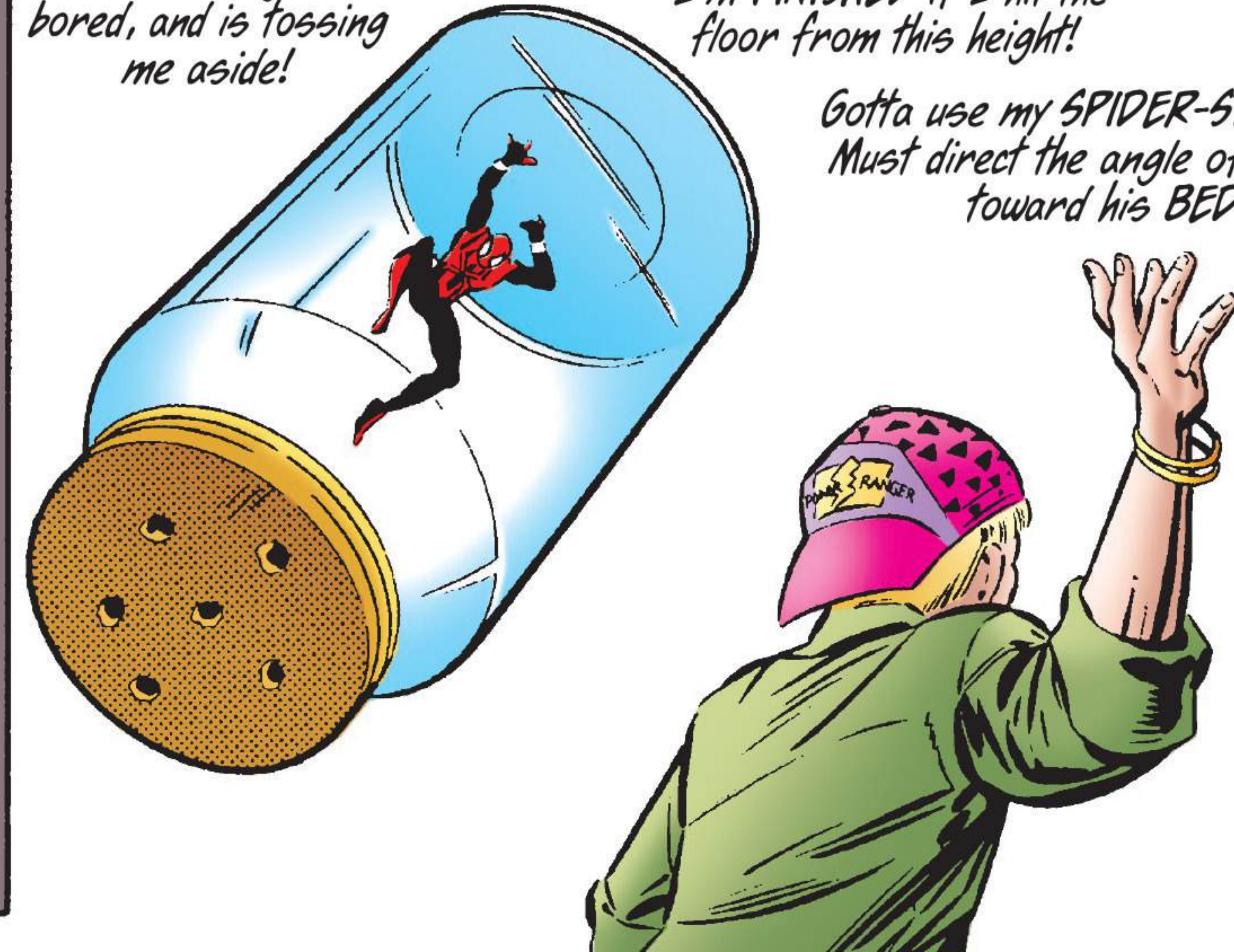
Where'd he
FIND me?!



YIKES! He's grown
bored, and is tossing
me aside!

I'm **FINISHED** if I hit the
floor from this height!

Gotta use my **SPIDER-STRENGTH!**
Must direct the angle of descent
toward his **BED!**



Whew! Not the the gentlest landing on record, but at least I made it!

Now what?!

MYSTERIO, who was still in JAIL the last time I looked, once convinced me that I was only SIX INCHES high!

That was only an elaborate ILLUSION!

This looks REAL!

Gotta try to calm down, and review the situation!

My real name is PETER PARKER, though I've been using the name BEN REILLY!

For the past five years, my CLONE --

-- or at least the guy I THINK is my clone --

-- has been living my LIFE and using my NAME!

Since he's MARRIED and has a KID on the way, I figured it was only fair to let him keep the life and name!

Me, I've recently been trying to get a new beginning going!

Things haven't quite worked out as planned!

WHERE IS **BEN**?

HE SHOULD HAVE BEEN HERE A HALF HOUR AGO!

RELAX, SHIRLEY HE'S PROBABLY STUCK ON THE SUBWAY!

The Daily Grind

I HOPE HE ARRIVES SOON!

I COULD USE THE HELP!

BUSINESS HAS BEEN BOOMING EVER SINCE WE REFURBISHED AND REOPENED THE **DAILY GRIND**!

PLACE LOOKS **FINE**, SHIRL!

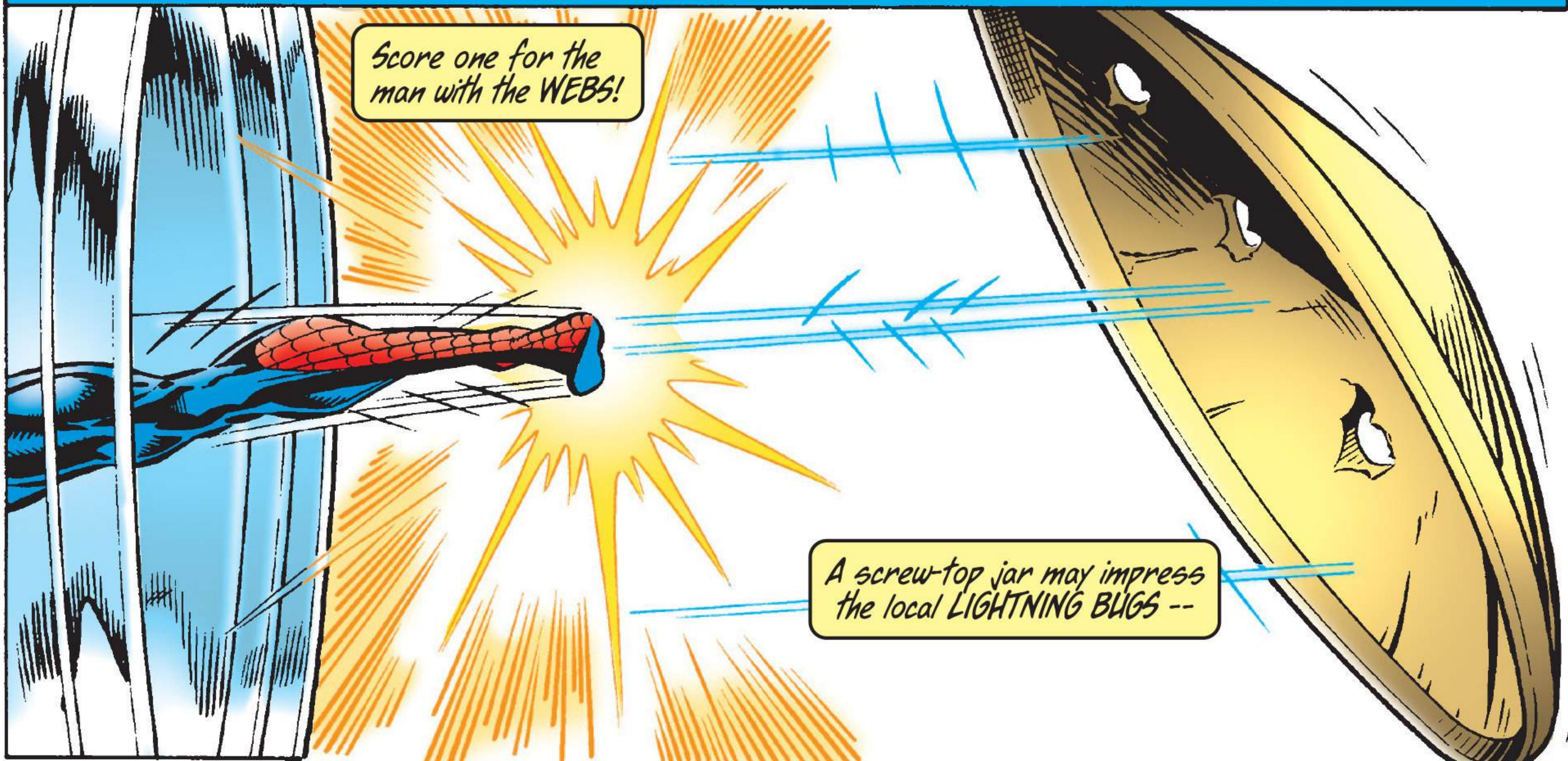
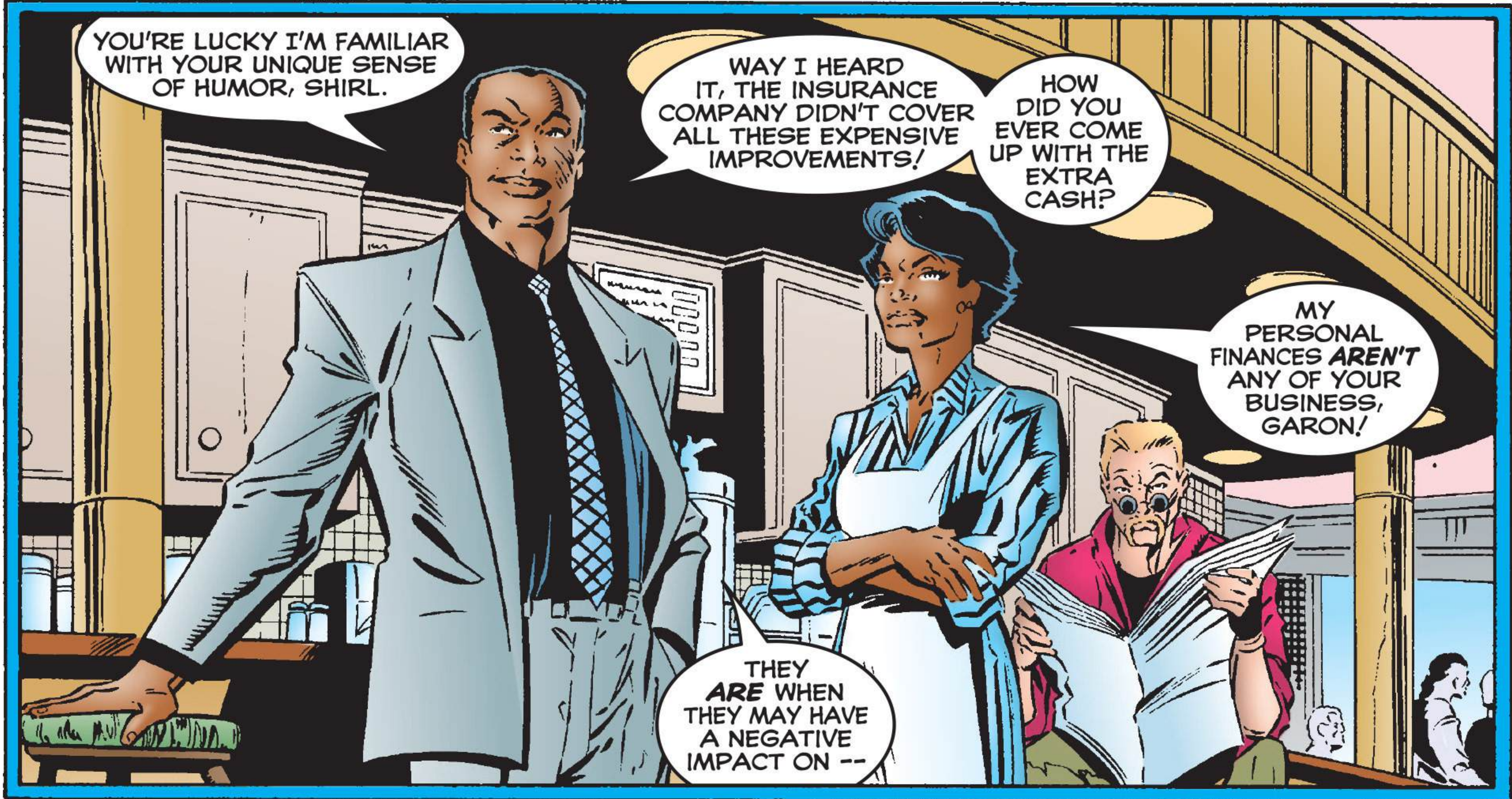
ALMOST AS FINE AS **YOU**!

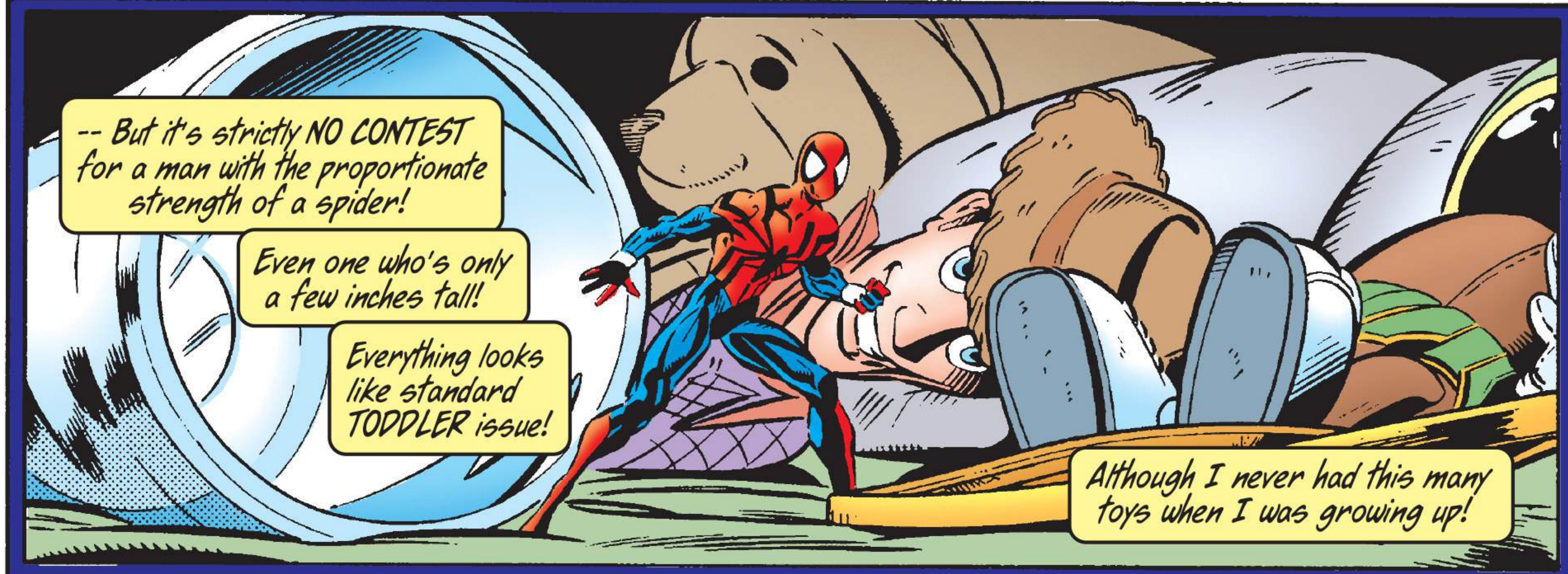
BUT I'M GUESSING THE EXPANDED LAYOUT, NEW FIXTURES, AND FANCY STOREFRONT DIDN'T COME **CHEAP**!

WHY ARE YOU HERE, **GARON**?

HEARD ABOUT YOUR RECENT FIRE, AND WANTED TO MAKE SURE YOU WERE ALL RIGHT.

I WAS GREAT... UNTIL YOU CRAWLED OUT OF YOUR SEWER!





-- But it's strictly **NO CONTEST** for a man with the proportionate strength of a spider!

Even one who's only a few inches tall!

Everything looks like standard **TODDLER** issue!

Although I never had this many toys when I was growing up!



Wonder what kind of wattage they have in that overhead bulb?

Seems as bright as a miniature sun!

Guess it won't bother me as long as I don't stare upward!



I just hope this room isn't located somewhere in the **SUBURBS** --



-- because I've got to find a way to reach **AVENGERS MANSION** or **FOUR FREEDOMS PLAZA**!



HANK PYM or **REED RICHARDS** will surely know how to restore me to -- **WHOA!**

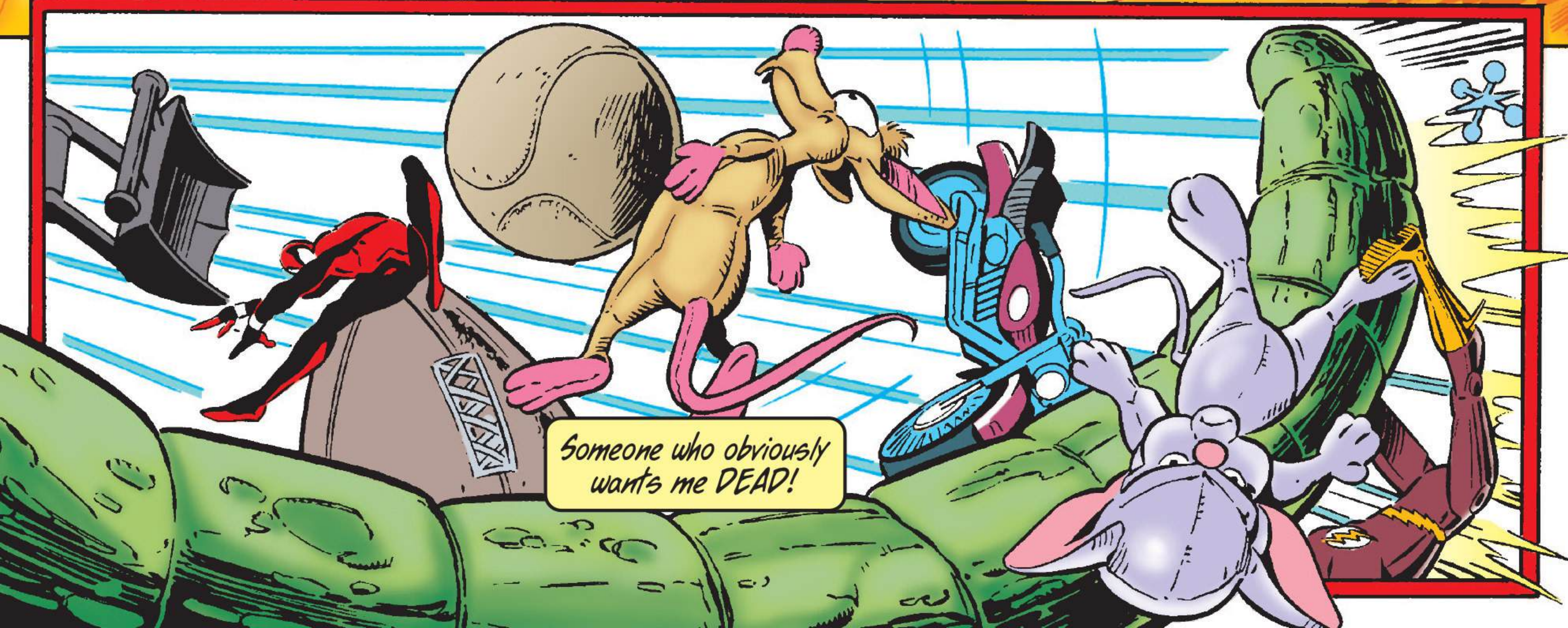
A large green dinosaur with red eyes and a long, segmented tail is breathing fire. Spider-Man is shown in mid-air, dodging the flames. The background is a fiery orange and yellow.

*I may not be very
POLITICALLY CORRECT
or PARENTALLY SAVVY --*

*-- but even I'd hesitate to
give a three-year-old a toy
which shoots REAL FLAMES!*

*Looks like I didn't end up in
junior's jar by ACCIDENT!*

*Someone deliberately
PLANTED me here!*

A scene showing a chaotic environment with a large brown ball, a blue and red robot, and a purple rabbit-like character. A character in a red suit is also visible. The background is a blue and white grid.

*Someone who obviously
wants me DEAD!*

I'll worry about the
WHO and WHY later!

Right now I've got
a DINO to dump!

YO,
SMOKY! I
HATE TO GET
PERSONAL --

-- BUT
YOU REALLY
OUGHTA SWITCH
TO A **BLAND**
DIET!



IT'S OBVIOUS
YOU SUFFER FROM BAD
HEARTBURN!

AND YOUR
BREATH --
STINK-OOO!

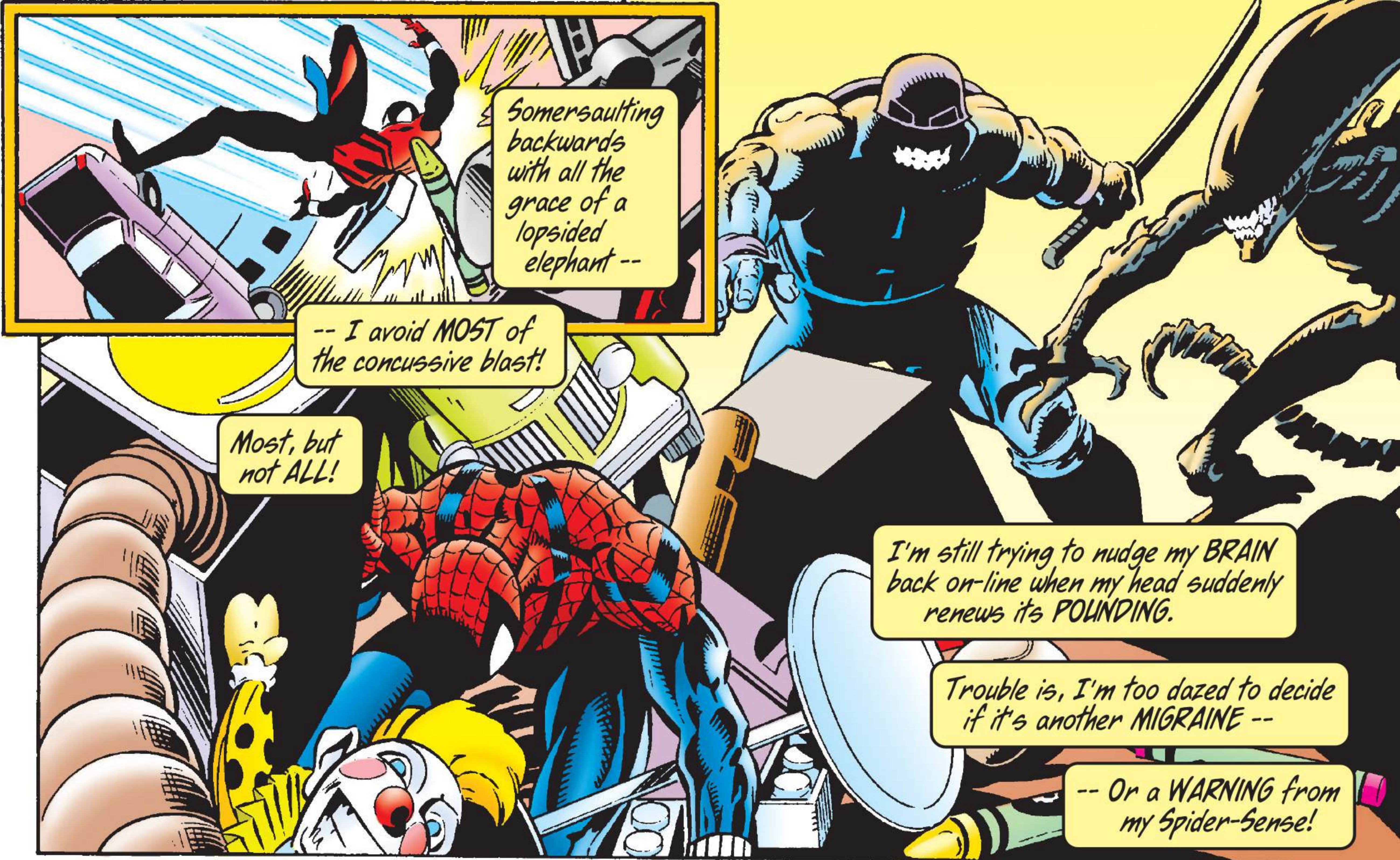


MAYBE A
LITTLE WEBBING
WILL HELP IMPROVE
THE **AIR QUALITY**
IN HERE!

OOPS!
MY
MISTAKE!



GUESS I
SHOULDN'T HAVE
PLUGGED UP YOUR
ONLY **OUTLET** FOR THE
RELEASE OF PENT-UP
FRUSTRATION!



Somersaulting backwards with all the grace of a lopsided elephant --

-- I avoid **MOST** of the concussive blast!

Most, but not **ALL**!

I'm still trying to nudge my **BRAIN** back on-line when my head suddenly renews its **POUNDING**.

Trouble is, I'm too dazed to decide if it's another **MIGRAINE** --

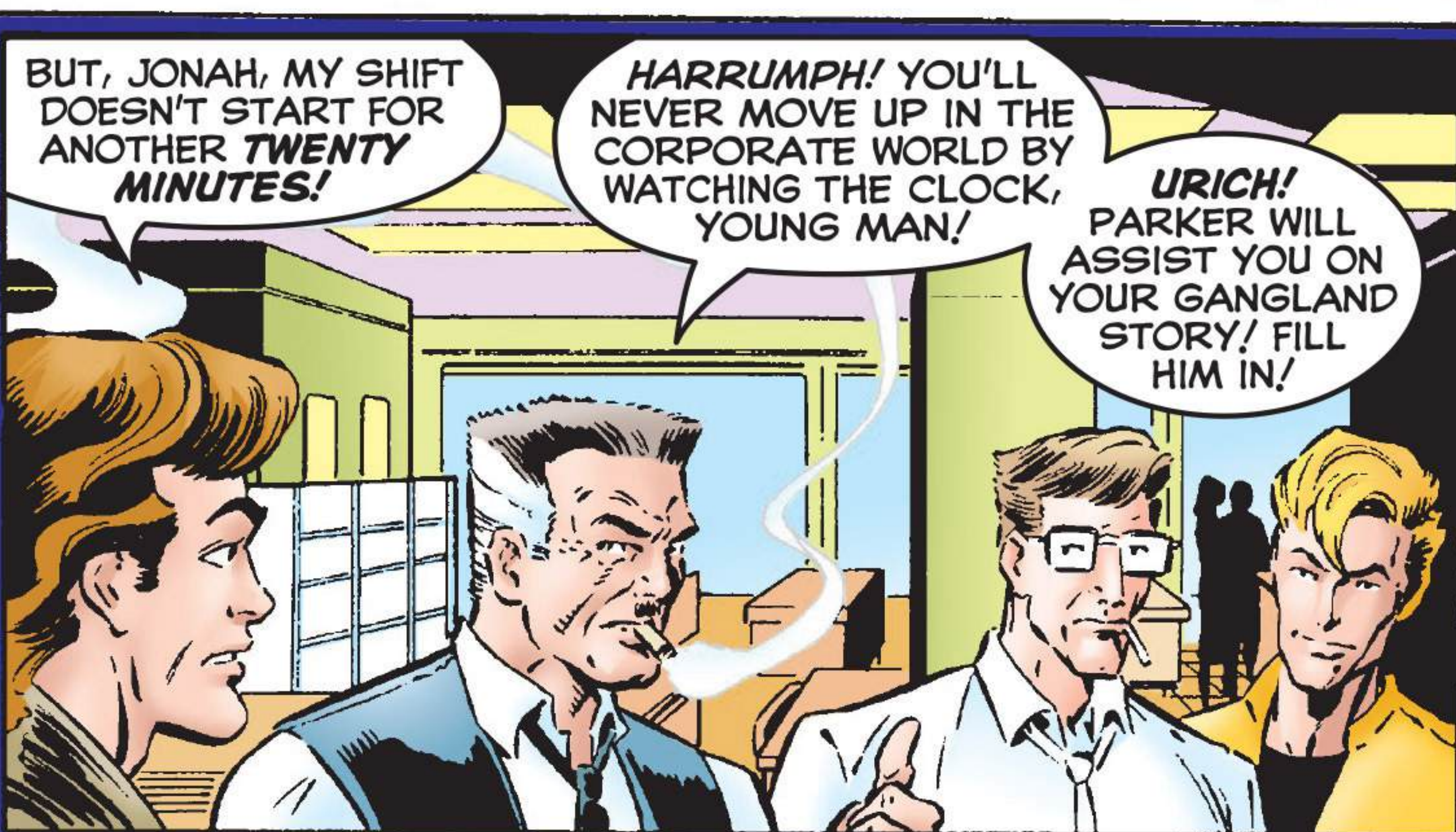
-- Or a **WARNING** from my Spider-Sense!



TRUST ME, THE REAL **FUN** HASN'T EVEN **BEGUN**!

NOW THAT YOU'RE STAYING IN **NEW YORK**, AND ACCEPTED A **STAFF** JOB, I EXPECT MY **MONEY'S** WORTH OUT OF YOU, **PARKER**!

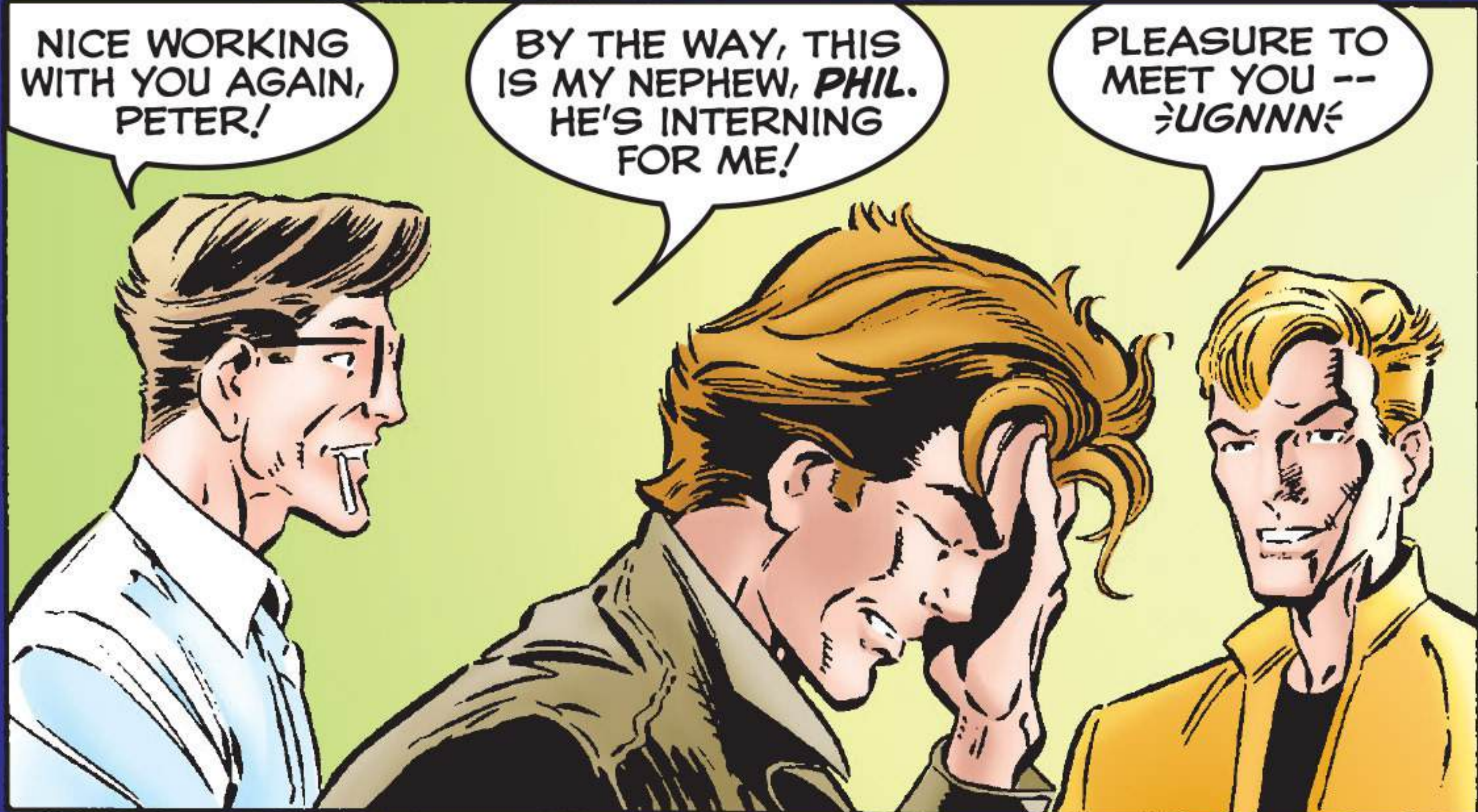
YOU SHOULD HAVE REPORTED FOR WORK AN **HOUR** AGO!



BUT, **JONAH**, MY SHIFT DOESN'T START FOR ANOTHER **TWENTY MINUTES**!

HARRUMPH! YOU'LL NEVER MOVE UP IN THE CORPORATE WORLD BY WATCHING THE **CLOCK**, **YOUNG MAN**!

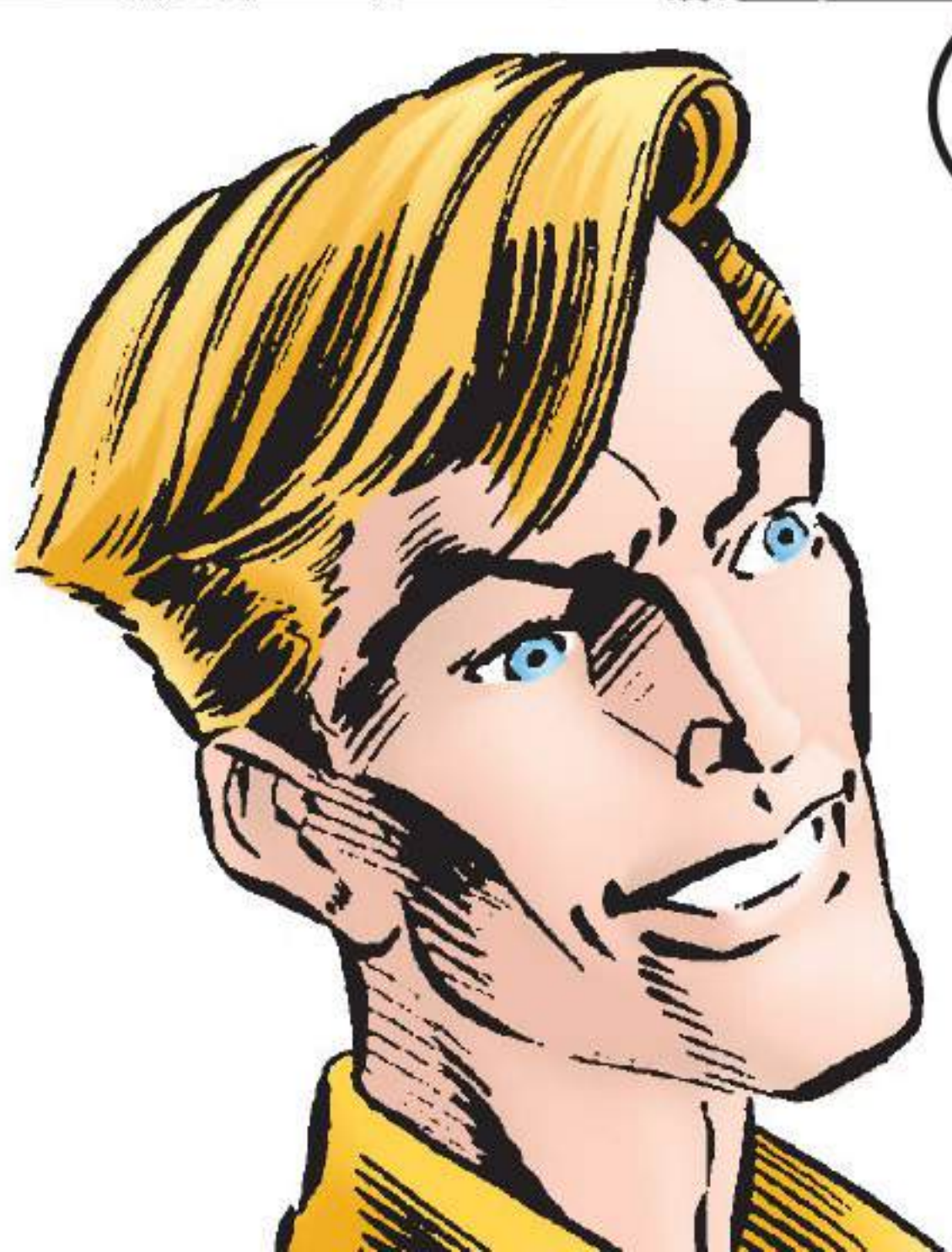
URICH! **PARKER** WILL ASSIST YOU ON YOUR **GANGLAND** STORY! FILL HIM IN!



NICE WORKING WITH YOU AGAIN, **PETER**!

BY THE WAY, THIS IS MY **NEPHEW**, **PHIL**. HE'S **INTERNING** FOR ME!

PLEASURE TO MEET YOU -- **UGNNN**



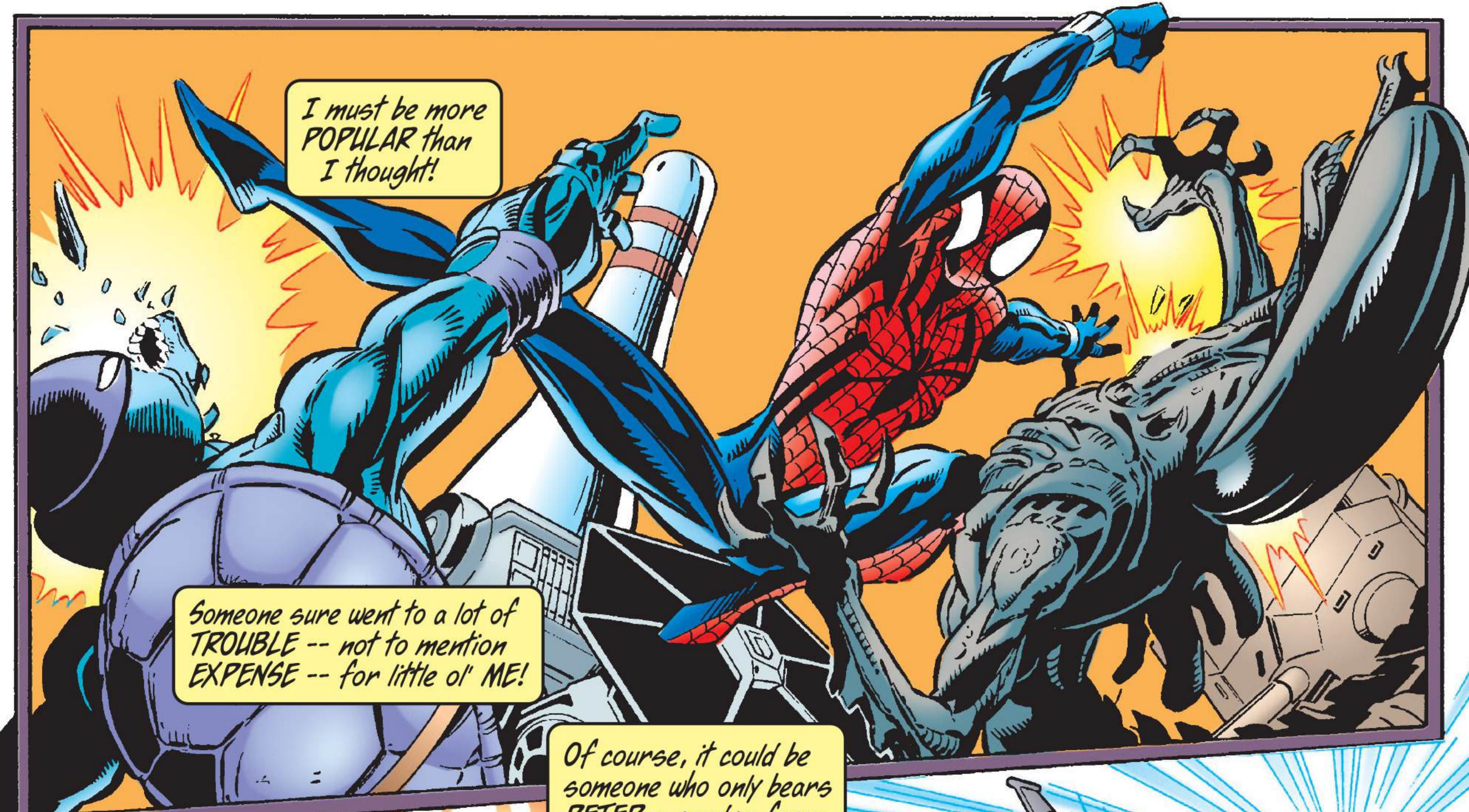
WHOA! I USUALLY ONLY GET THAT KIND OF REACTION FROM PEOPLE WHO ALREADY KNOW ME!

SORRY, **PHIL**! I GUESS I'VE GOT A **HEADACHE**!

AFTER WALKING AROUND WITH OUR ESTEEMED **PUBLISHER**, THAT'S HARDLY A **SURPRISE**!



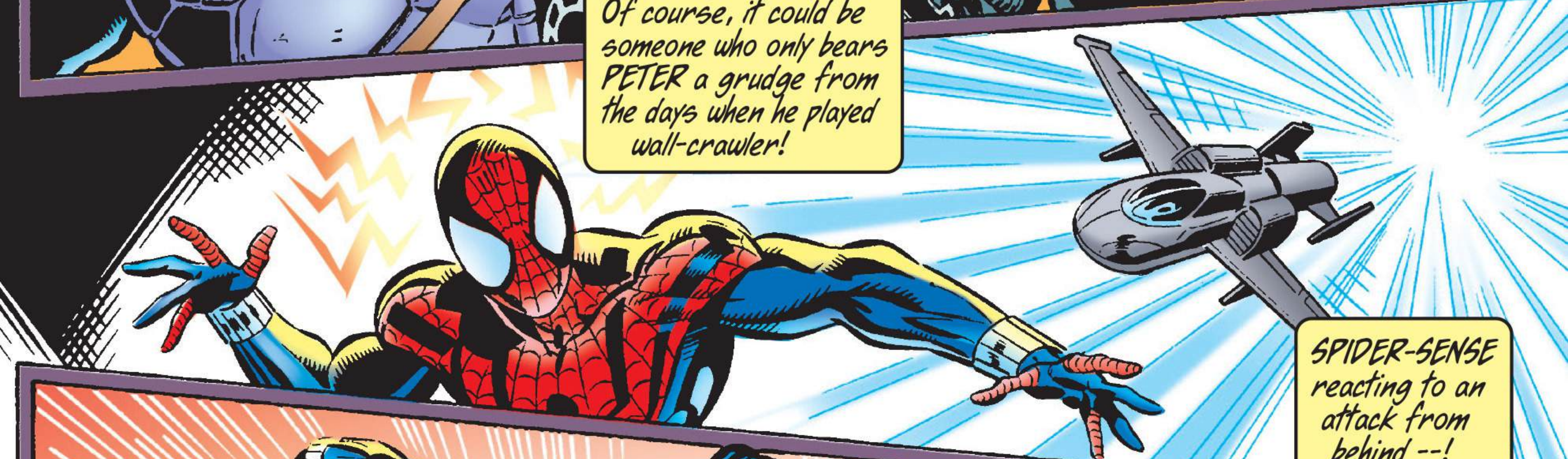
I JUST HOPE I'M NOT COMING DOWN WITH ANYTHING I'M LIABLE TO PASS ON TO **MARY JANE**!

A dynamic comic book panel showing Spider-Man in his classic red and blue suit fighting Doctor Doom and the Tinkerer. Doctor Doom, in his purple armor, is on the left, while the Tinkerer, a large mechanical creature, is on the right. Spider-Man is in the center, swinging between them. The background is a bright orange sky with city buildings.

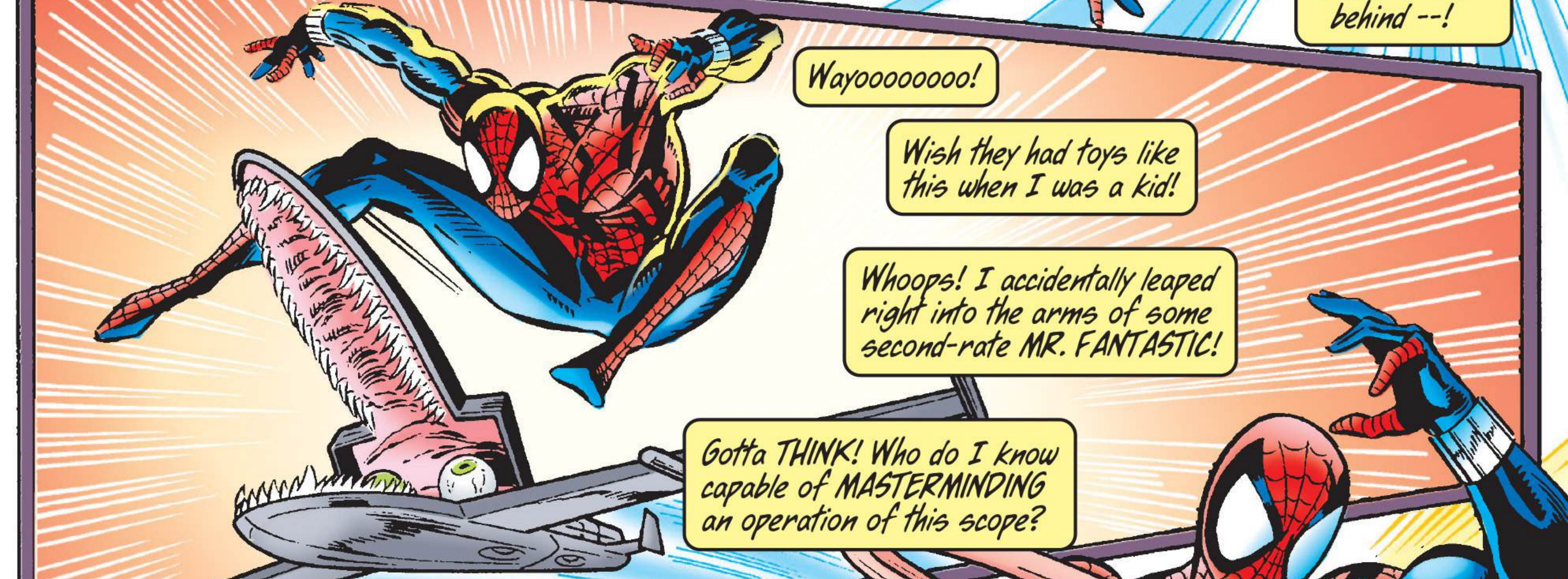
I must be more
POPULAR than
I thought!

Someone sure went to a lot of
TROUBLE -- not to mention
EXPENSE -- for little ol' ME!

Of course, it could be
someone who only bears
PETER a grudge from
the days when he played
wall-crawler!

A comic book panel showing Spider-Man in his red and blue suit dodging an attack from behind. He is shown in a dynamic pose, with his arms outstretched. In the background, a jet flies through the air, leaving a trail of smoke. The sky is a bright blue with white clouds.

SPIDER-SENSE
reacting to an
attack from
behind --!

A comic book panel showing Spider-Man in his red and blue suit falling into a trap. He is shown in a dynamic pose, with his arms outstretched. In the background, a jet flies through the air, leaving a trail of smoke. The sky is a bright blue with white clouds.

Wayoooooooooooo!

Wish they had toys like
this when I was a kid!

Whoops! I accidentally leaped
right into the arms of some
second-rate **MR. FANTASTIC**!

Gotta **THINK**! Who do I know
capable of **MASTERMINDING**
an operation of this scope?

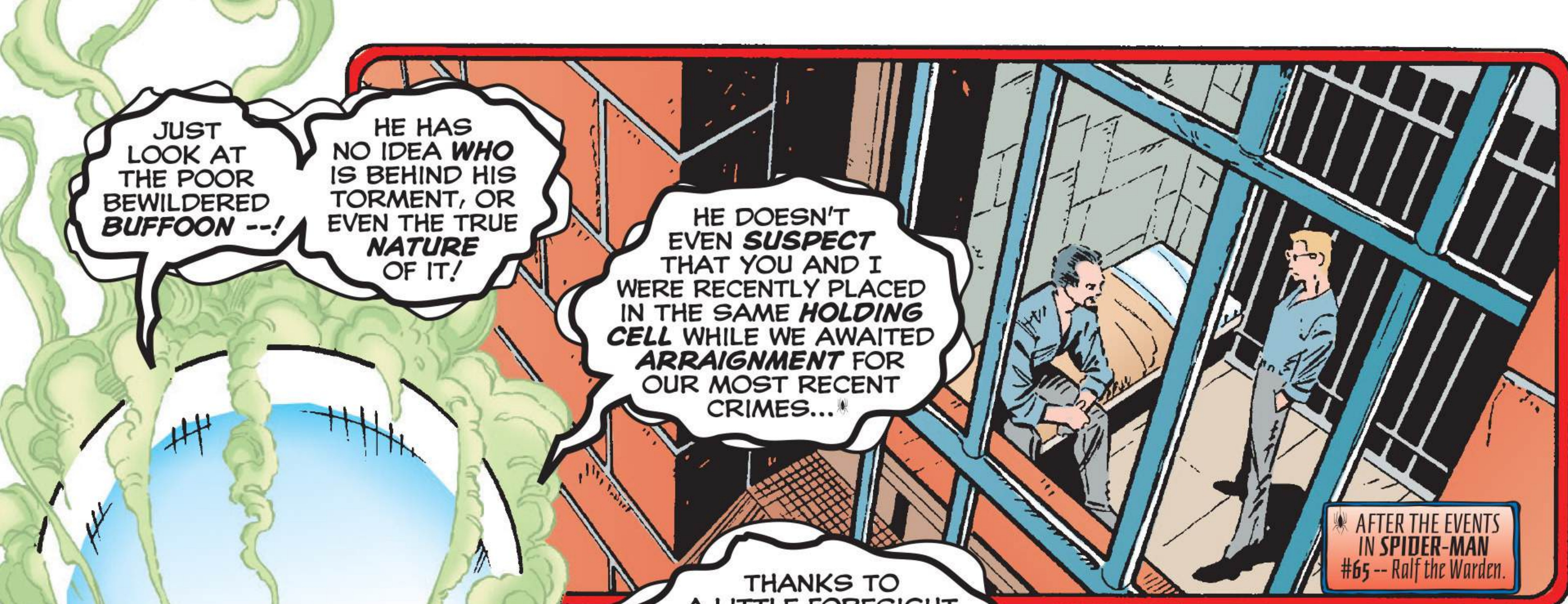
**DOCTOR
DOOM?**

**THE TERRIBLE
TINKERER?**

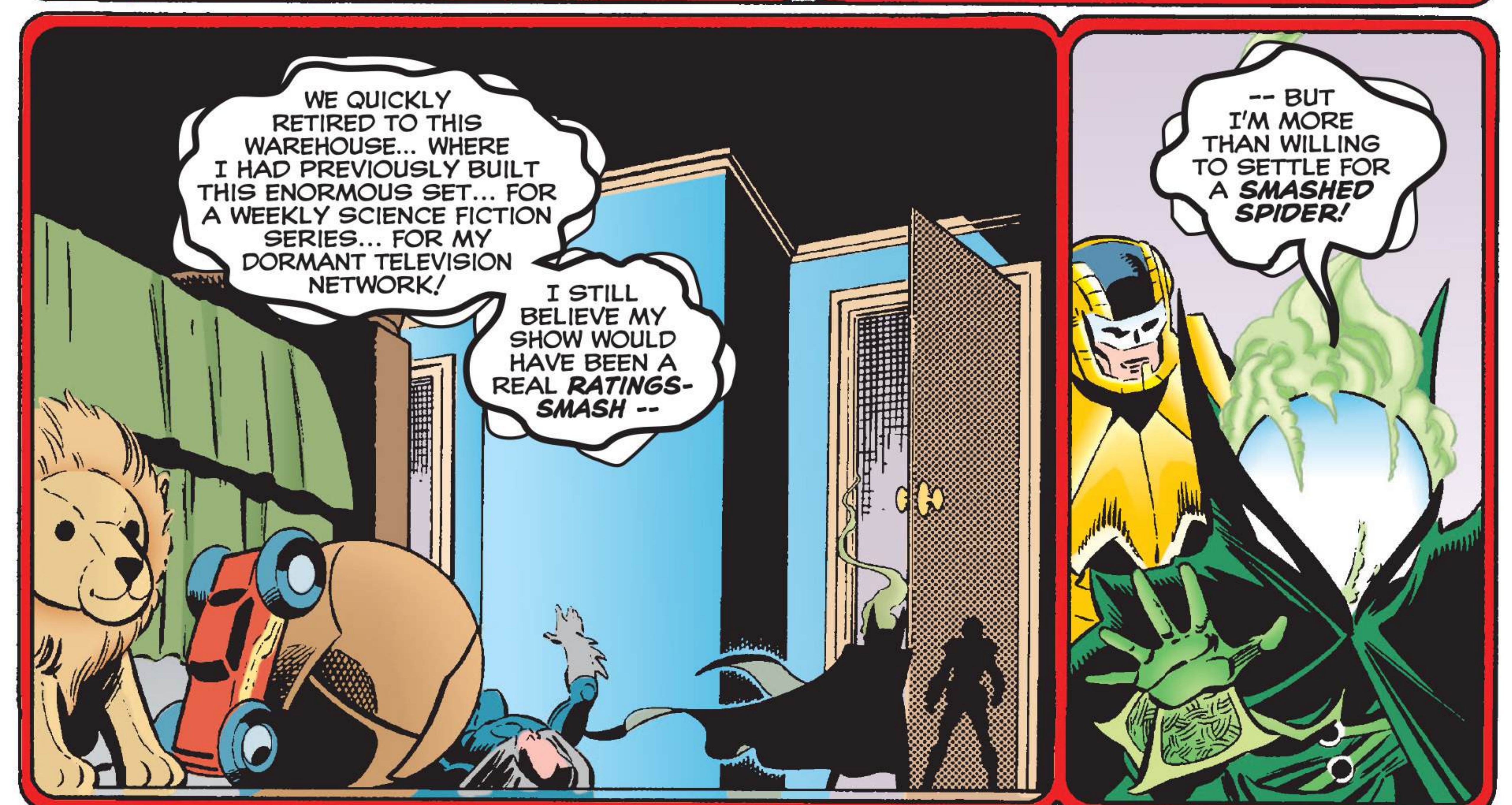
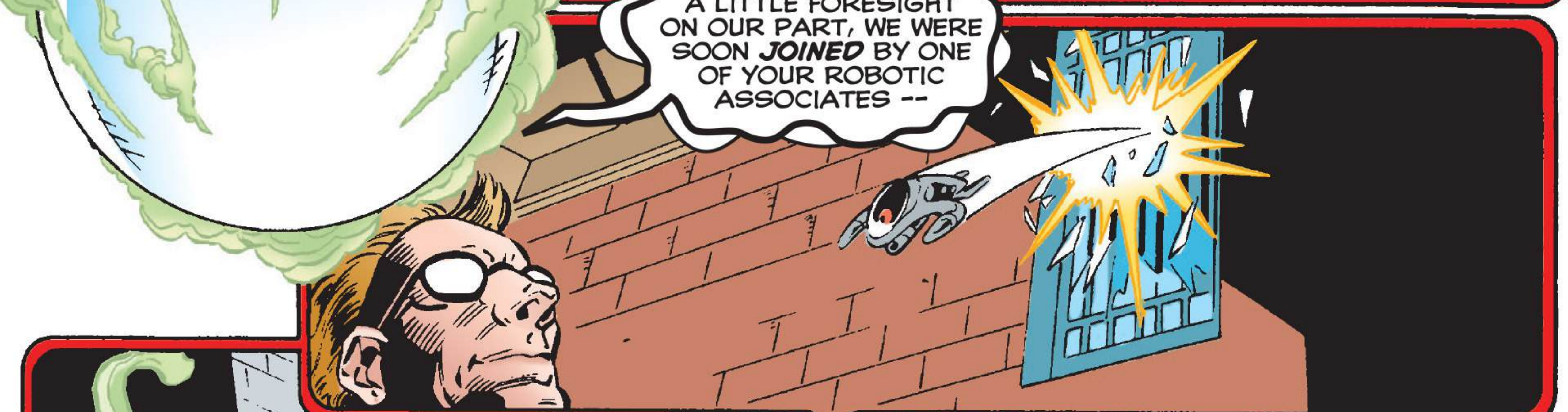
**ALISTAIRE
SMYTHE?**

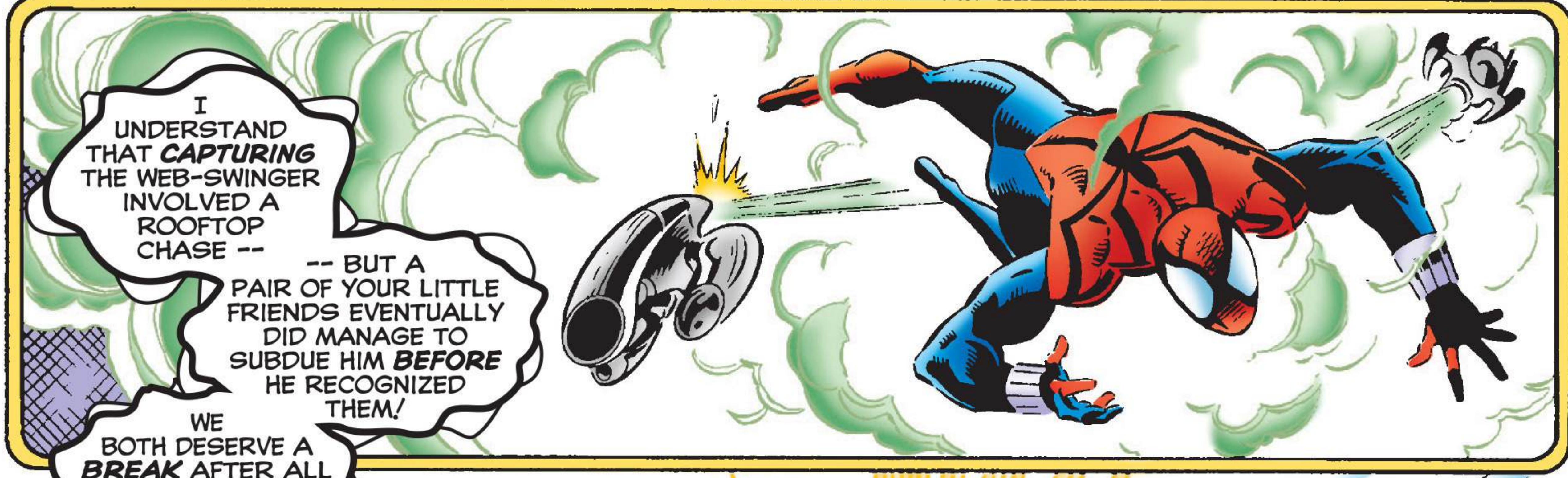
And, of course,
there's always...





AFTER THE EVENTS
IN SPIDER-MAN
#65 -- Ralf the Warden.



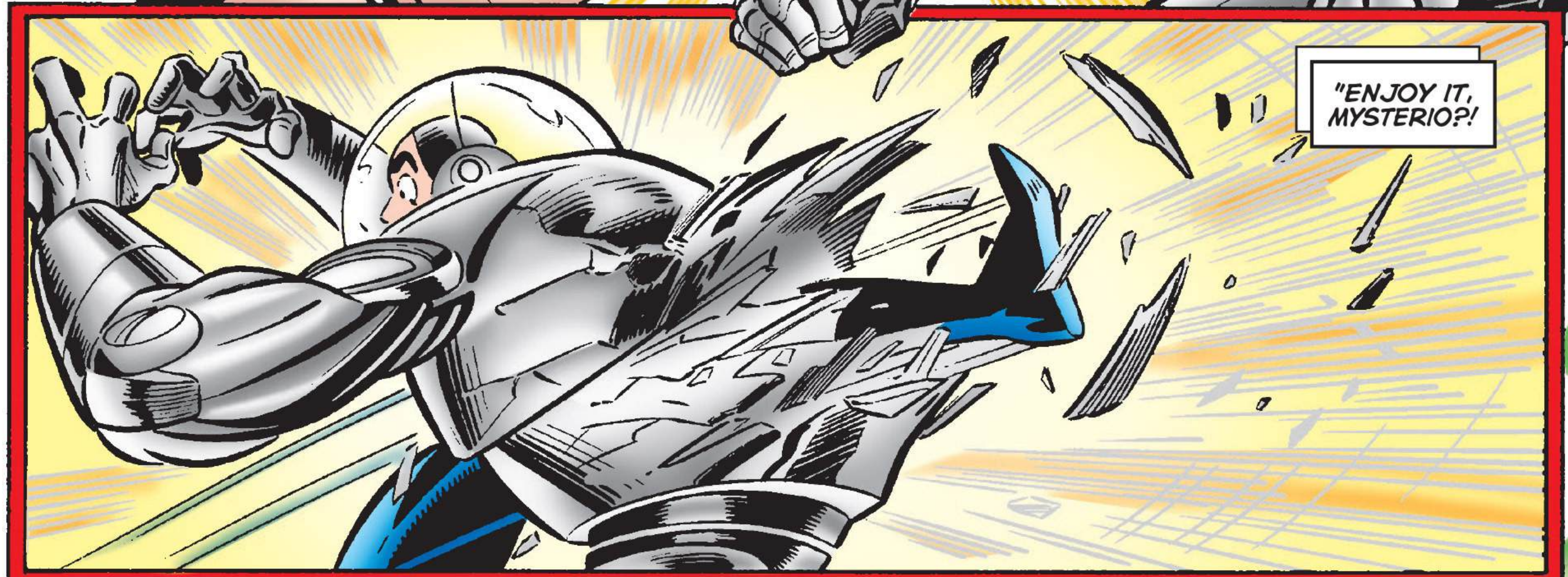
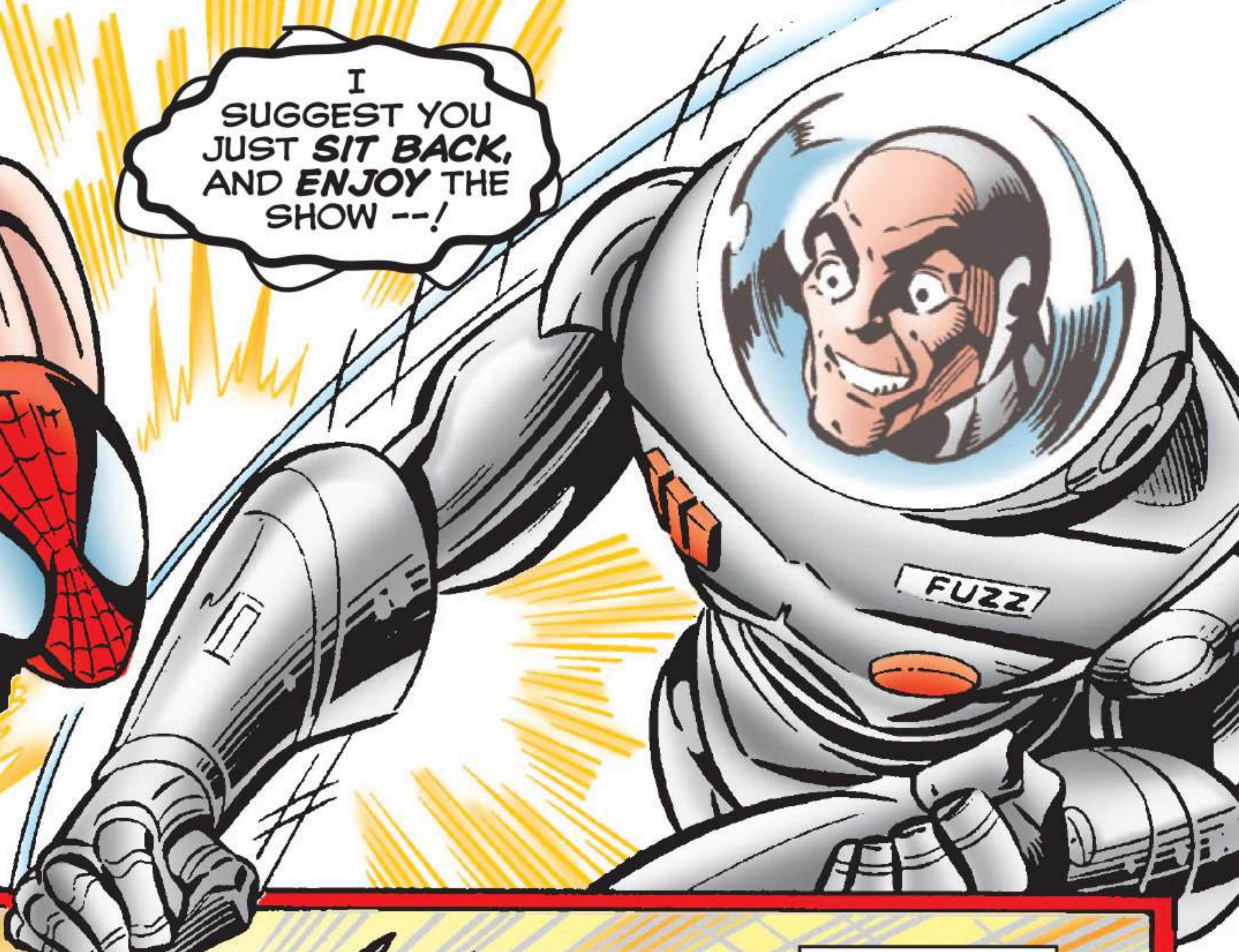


I UNDERSTAND THAT **CAPTURING** THE WEB-SWINGER INVOLVED A ROOFTOP CHASE --

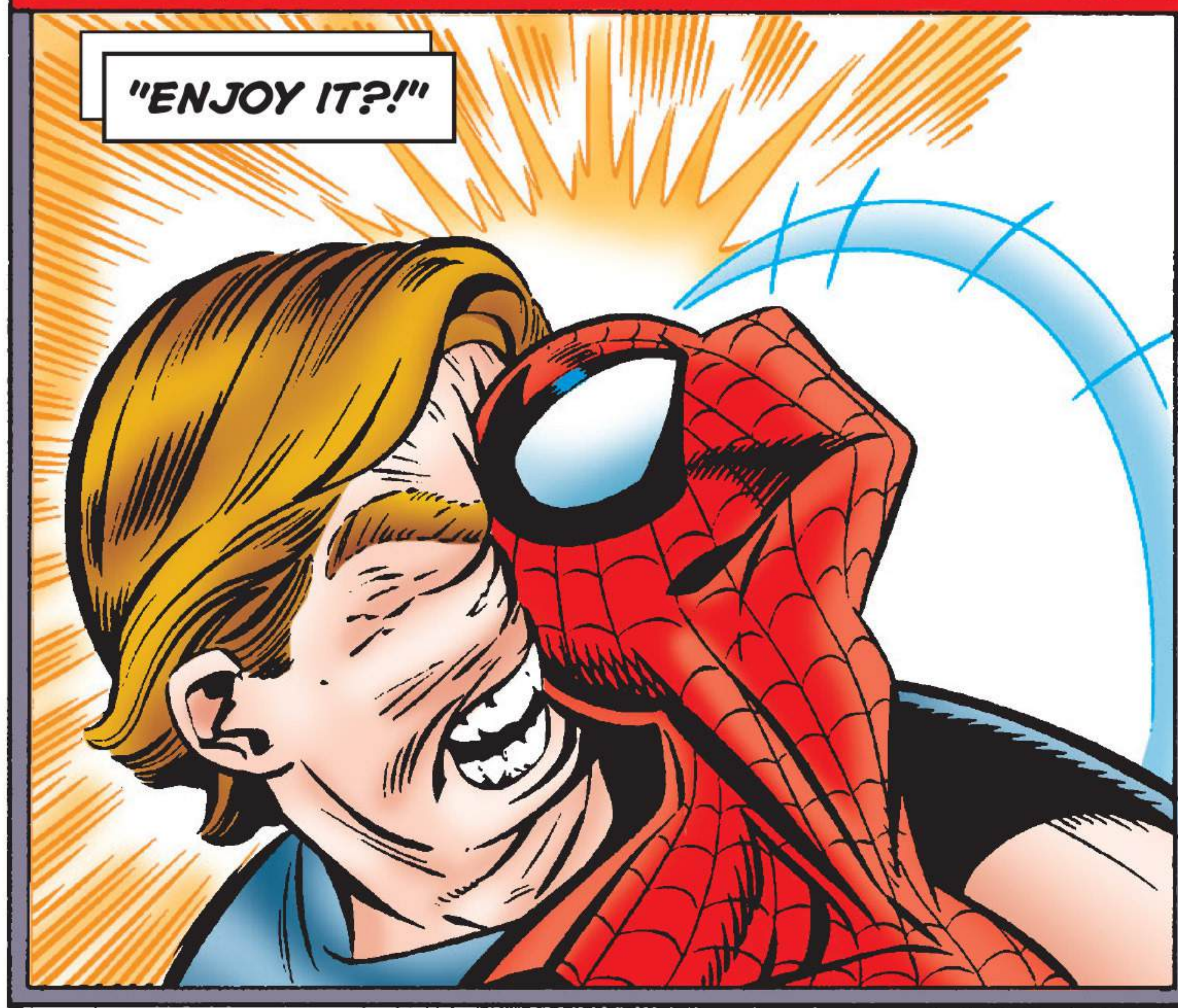
-- BUT A PAIR OF YOUR LITTLE FRIENDS EVENTUALLY DID MANAGE TO SUBDUDE HIM **BEFORE** HE RECOGNIZED THEM!

WE BOTH DESERVE A **BREAK** AFTER ALL OUR HARD WORK, ARMADA!

I SUGGEST YOU JUST **SIT BACK**, AND ENJOY THE SHOW --!



"ENJOY IT, MYSTERIO?!"



"ENJOY IT?!"



HOW AM I SUPPOSED TO DO THAT WHILE SPIDER-MAN IS **MURDERING** MY FRIENDS...

...THE ONLY **TRUE** FRIENDS I EVER HAD?!

ALL RIGHT! **ALL RIGHT!** IF IT WILL STOP YOUR INCESSANT WHINING, I'LL KICK THE FESTIVITIES INTO **OVER-DRIVE** --!

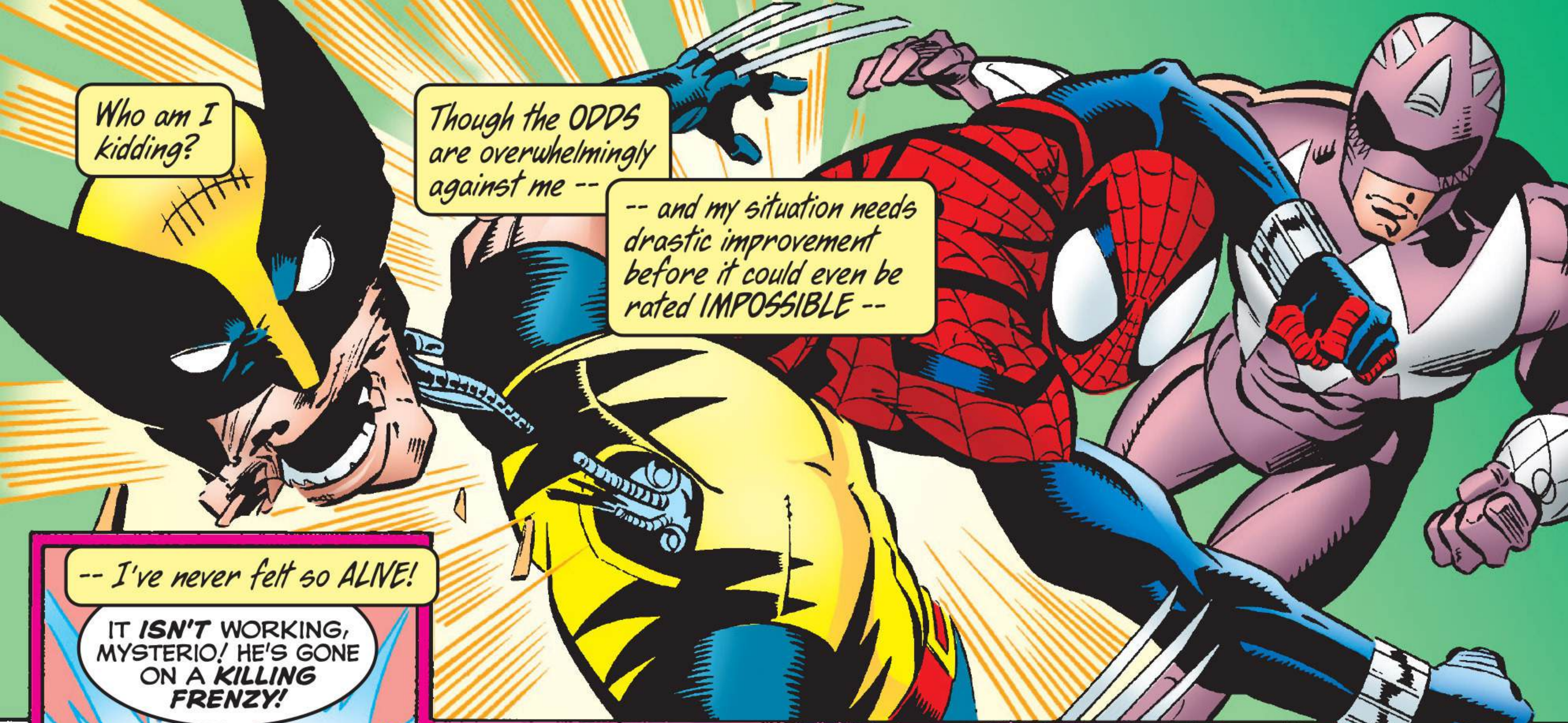


Hoo-boy!

It's times like THIS
when I really wish
I could give my good
buddy PETE a call --

-- and ask him if
he wants his OLD
JOB back!





Who am I kidding?

Though the ODDS are overwhelmingly against me --

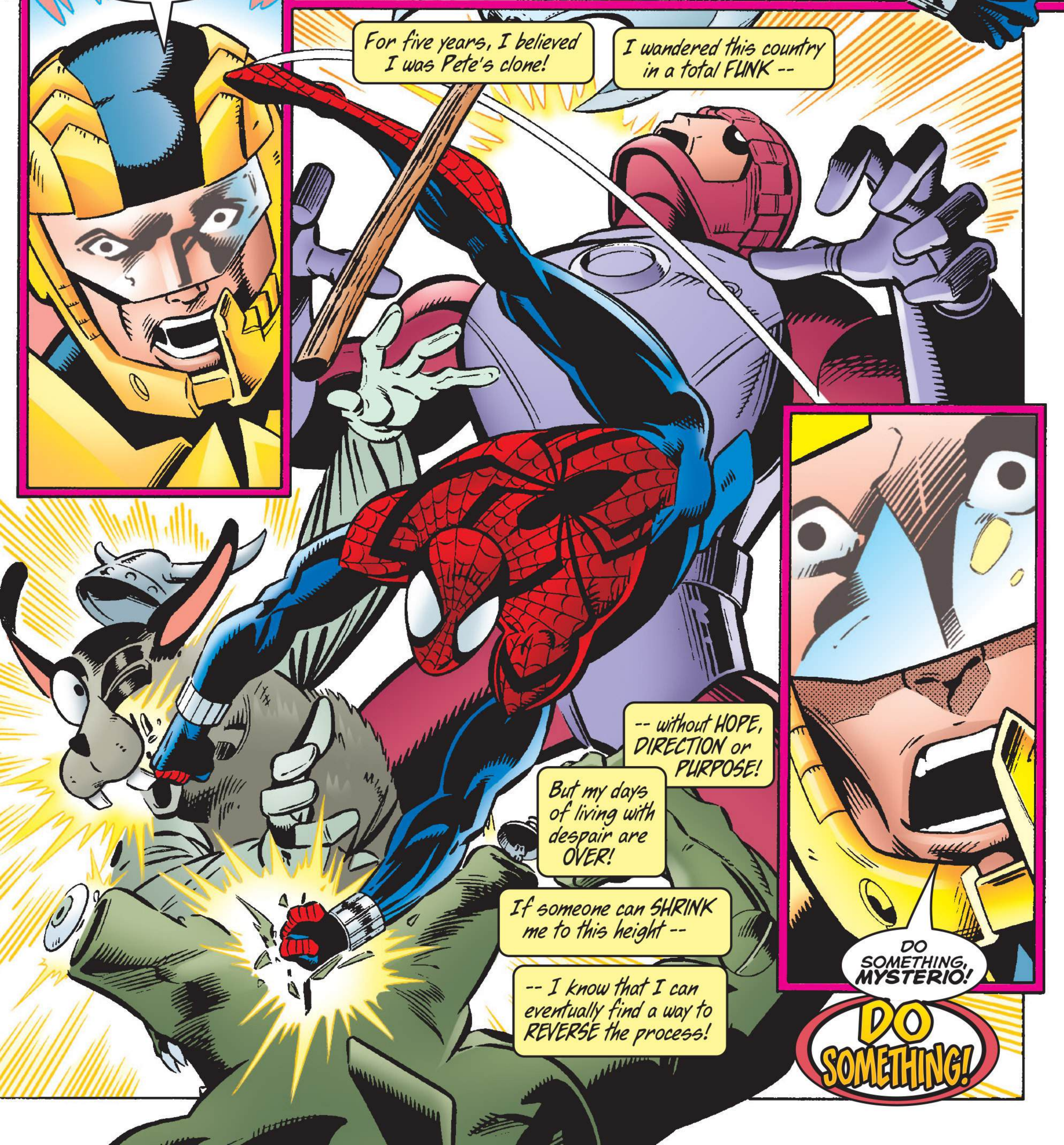
-- and my situation needs drastic improvement before it could even be rated IMPOSSIBLE --

-- I've never felt so ALIVE!

IT *ISN'T* WORKING, MYSTERIO! HE'S GONE ON A KILLING FRENZY!

For five years, I believed I was Pete's clone!

I wandered this country in a total FUNK --

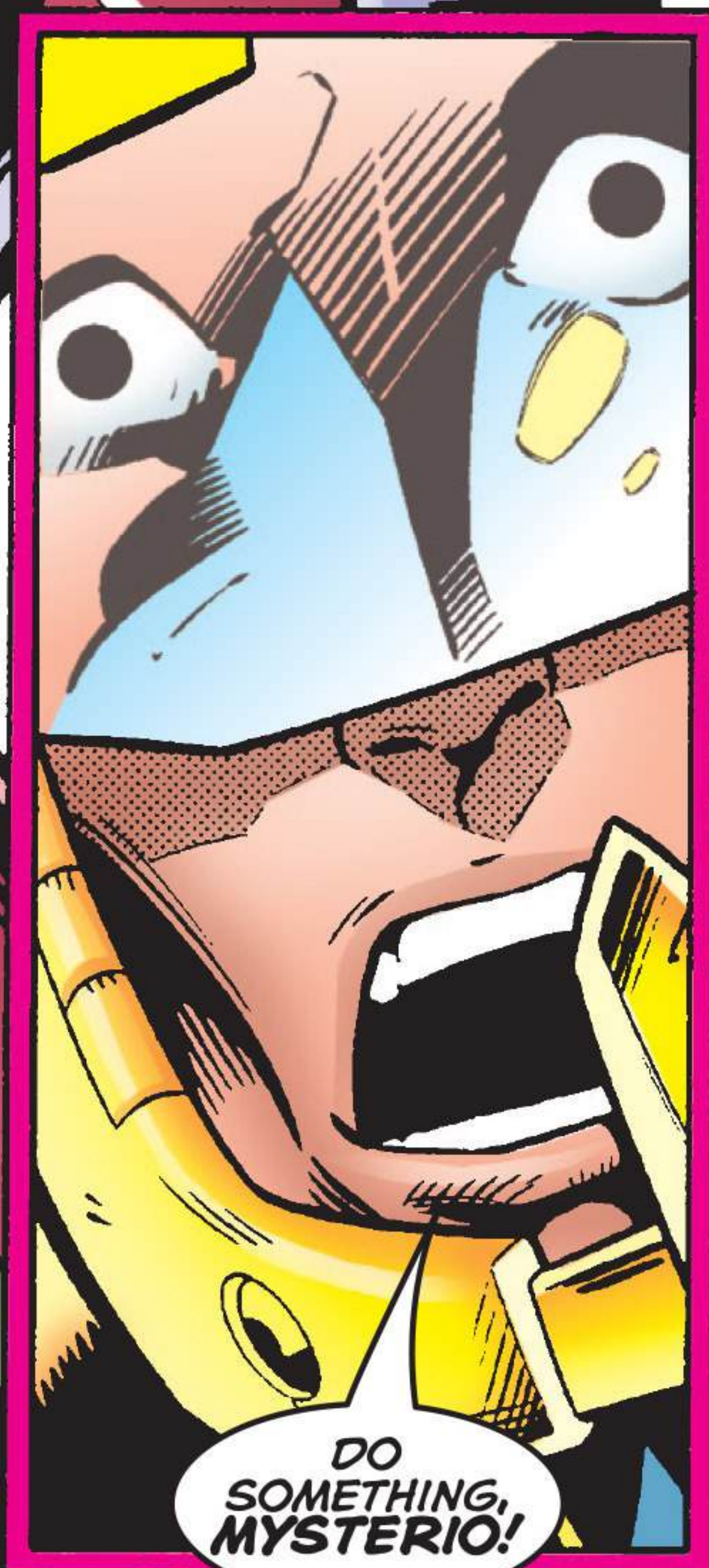


-- without HOPE, DIRECTION or PURPOSE!

But my days of living with despair are OVER!

If someone can SHRINK me to this height --

-- I know that I can eventually find a way to REVERSE the process!



DO SOMETHING, MYSTERIO!

DO SOMETHING!



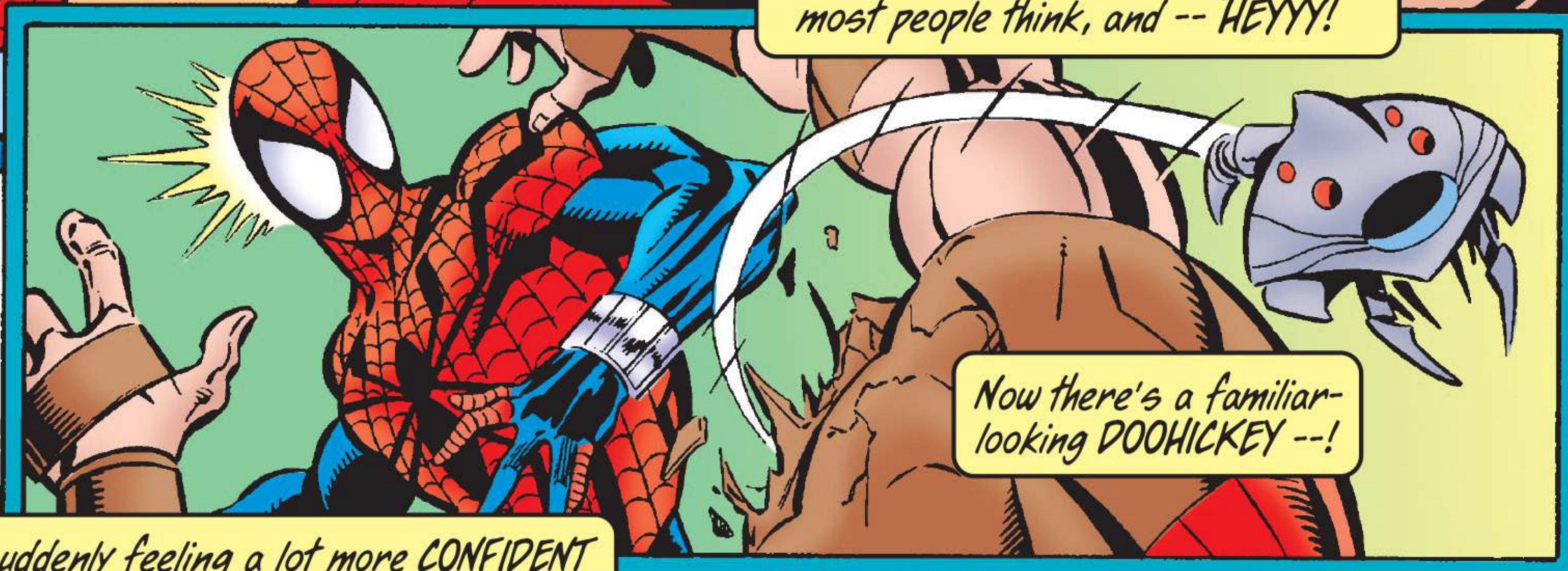
AUNT MAY
once taught
me --

-- at least
I think it
was ME --

-- although it might
have been PETER --

-- that only a WEAKLING quits
when the going gets rough!

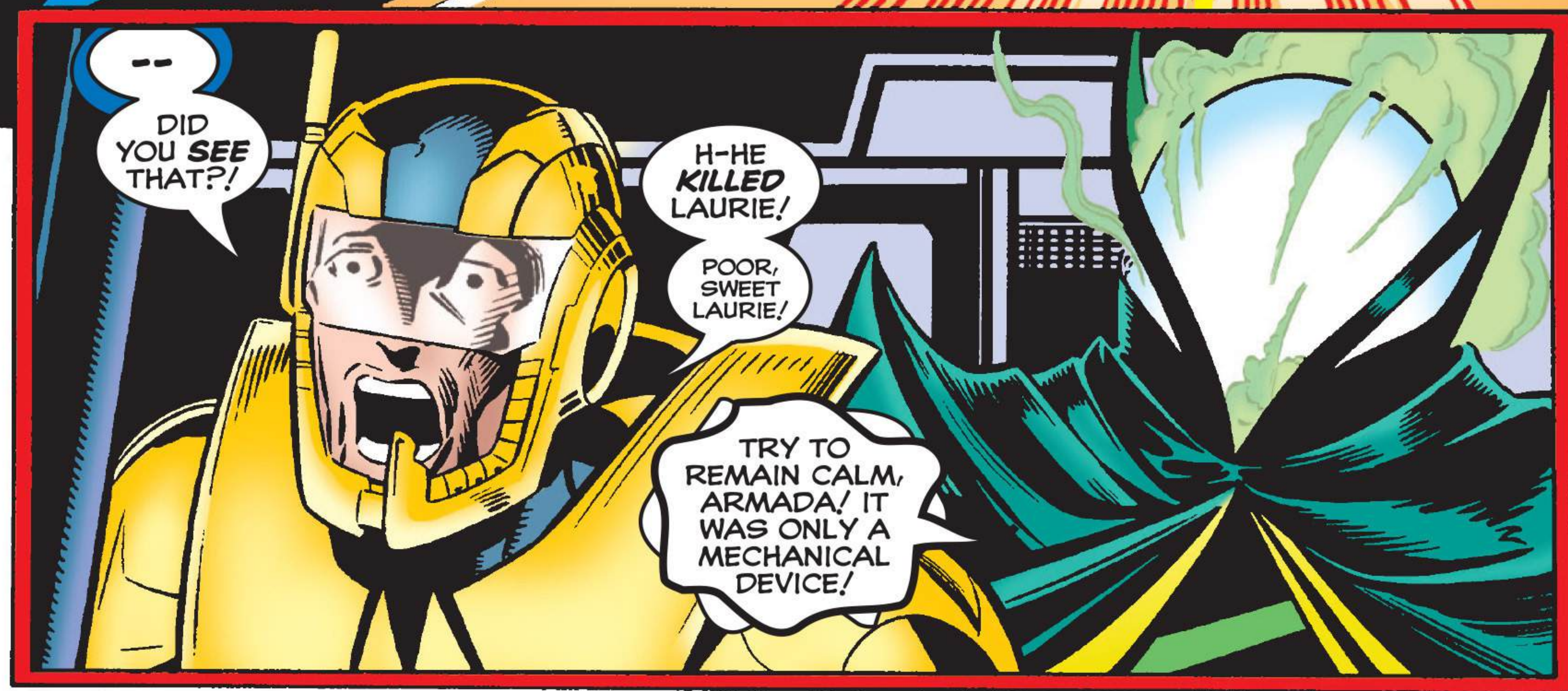
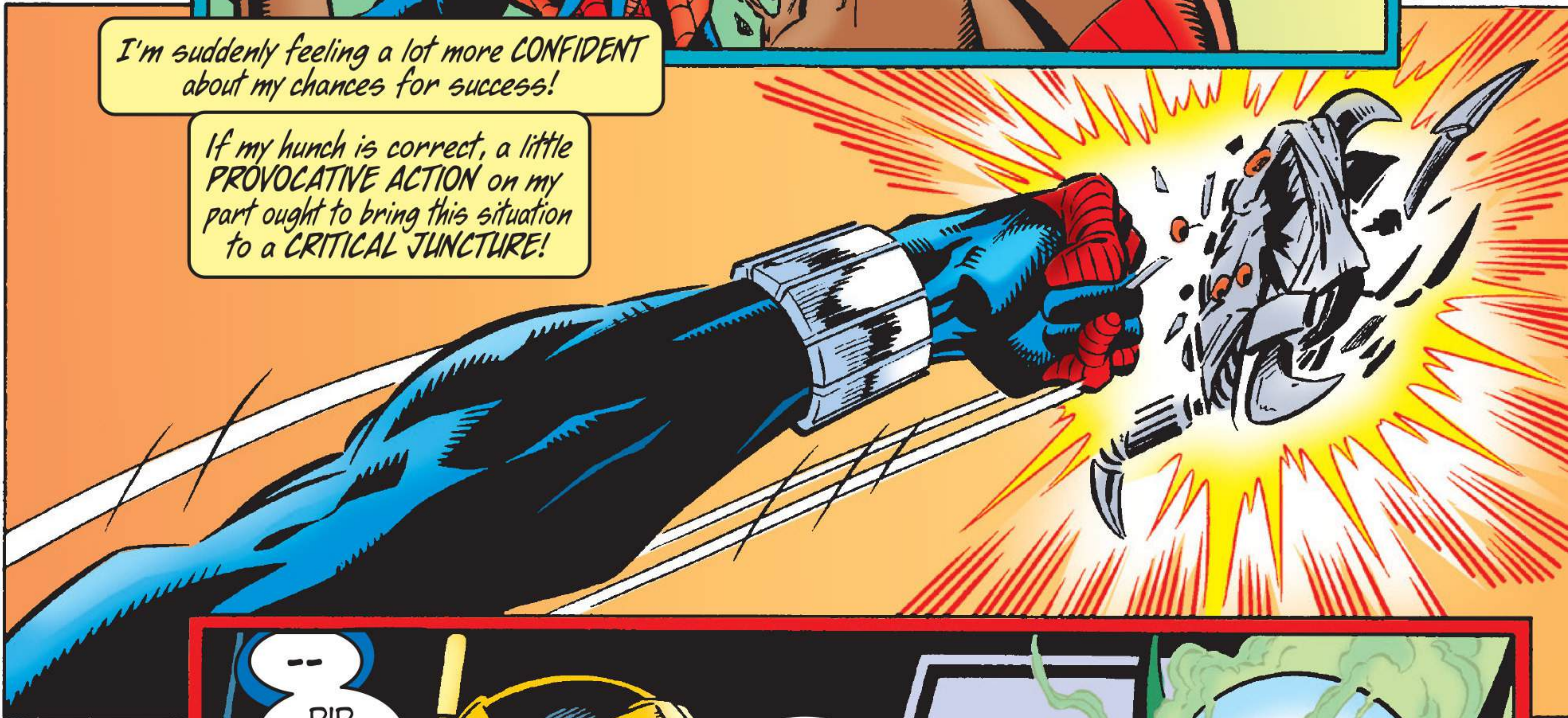
We PARKERS are much tougher than
most people think, and -- HEYYY!



Now there's a familiar-
looking DOOHICKEY --!

I'm suddenly feeling a lot more CONFIDENT
about my chances for success!

If my hunch is correct, a little
PROVOCATIVE ACTION on my
part ought to bring this situation
to a CRITICAL JUNCTURE!

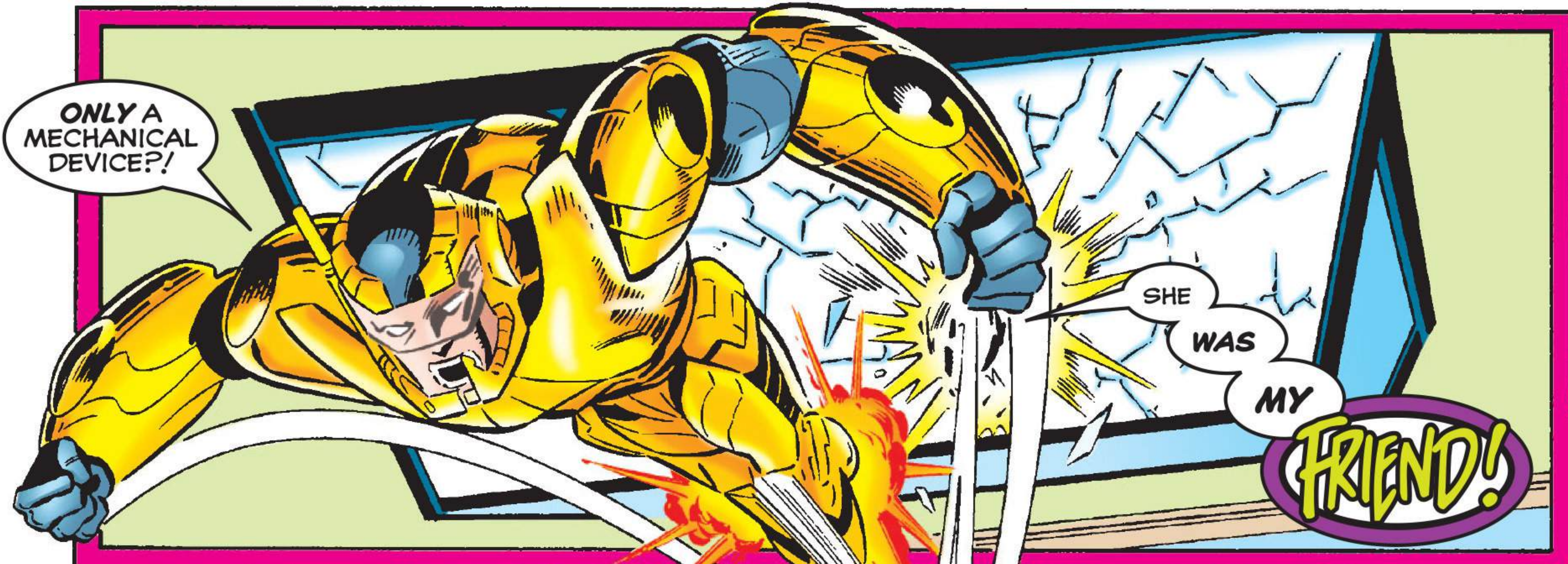


--
DID YOU SEE
THAT?!

H-HE
KILLED
LAURIE!

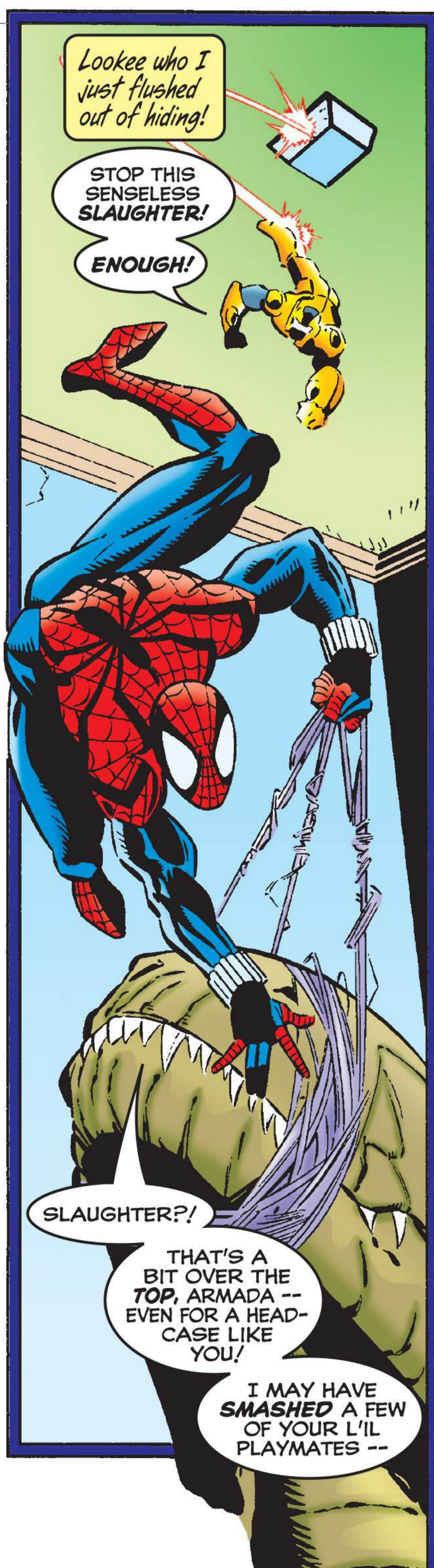
POOR,
SWEET
LAURIE!

TRY TO
REMAIN CALM,
ARMADA! IT
WAS ONLY A
MECHANICAL
DEVICE!



ONLY A MECHANICAL DEVICE?!

SHE WAS MY FRIEND!



Lookie who I just flushed out of hiding!

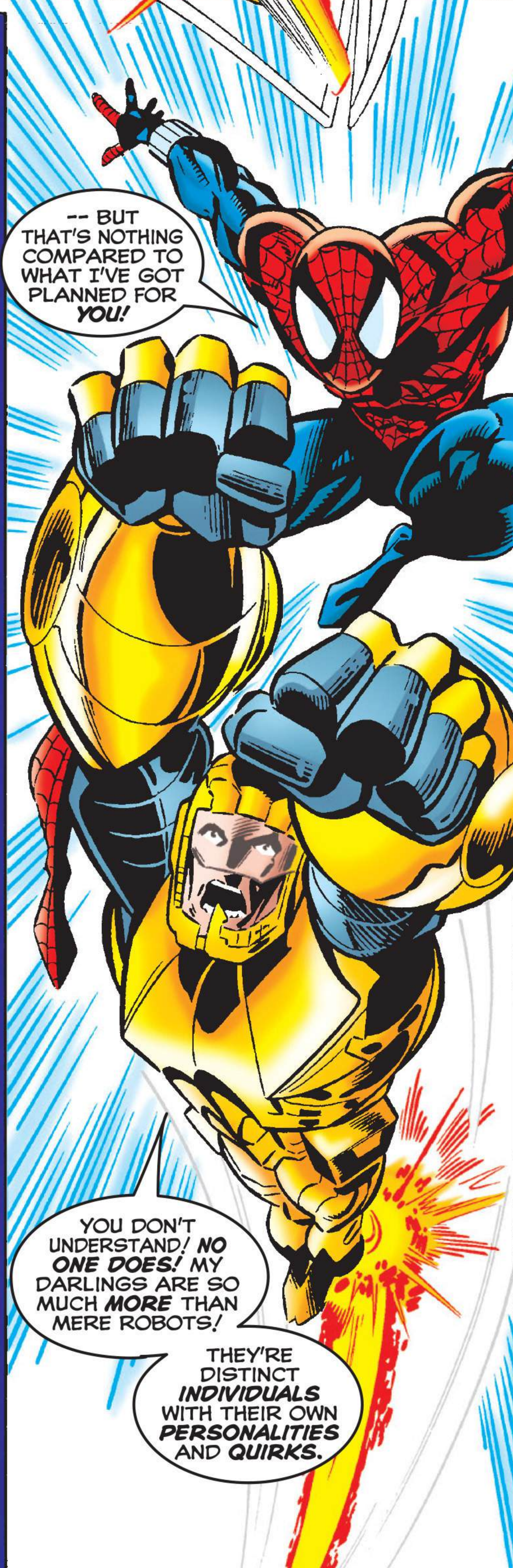
STOP THIS SENSELESS SLAUGHTER!

ENOUGH!

SLAUGHTER?!

THAT'S A BIT OVER THE TOP, ARMADA -- EVEN FOR A HEAD-CASE LIKE YOU!

I MAY HAVE SMASHED A FEW OF YOUR L'IL PLAYMATES --



-- BUT THAT'S NOTHING COMPARED TO WHAT I'VE GOT PLANNED FOR YOU!

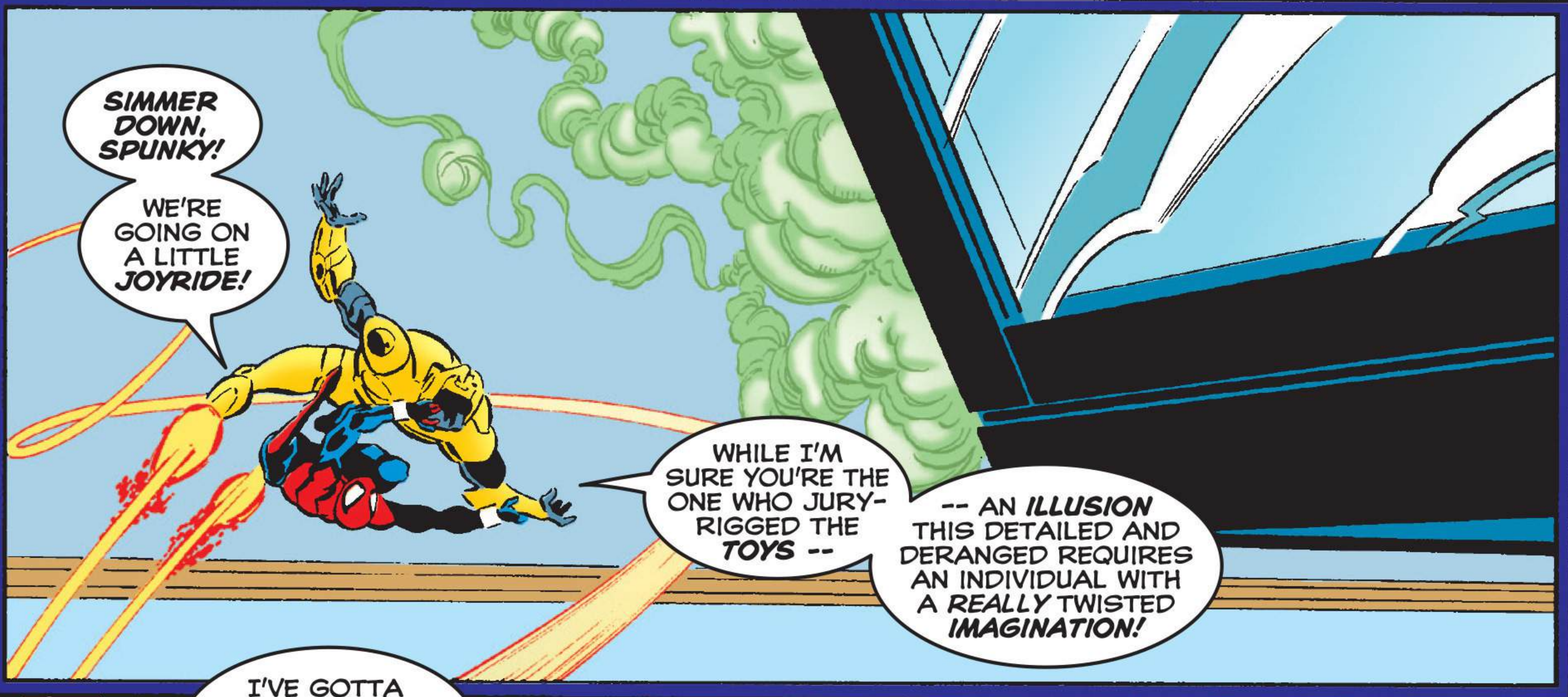
YOU DON'T UNDERSTAND! NO ONE DOES! MY DARLINGS ARE SO MUCH MORE THAN MERE ROBOTS!

THEY'RE DISTINCT INDIVIDUALS WITH THEIR OWN PERSONALITIES AND QUIRKS.



SURRE!
AND I'LL BET THEY EVEN SEND YOU CARDS ON FATHER'S DAY!

WHA -- WHAT ARE YOU DOING TO ME?!



SIMMER DOWN, SPUNKY!

WE'RE GOING ON A LITTLE JOYRIDE!

WHILE I'M SURE YOU'RE THE ONE WHO JURY-RIGGED THE TOYS --

-- AN ILLUSION THIS DETAILED AND DERANGED REQUIRES AN INDIVIDUAL WITH A REALLY TWISTED IMAGINATION!

I'VE GOTTA GIVE YOU **CREDIT**, MYSTERIO! YOU ALMOST HAD ME **FOOLED**!

I ESPECIALLY LIKE THE GIANT-SIZED **MECHANICAL KID**, AND THE WAY YOU DISGUISED THIS **OBSERVATION ROOM** AS A BLAZING OVERHEAD LIGHT FIXTURE!

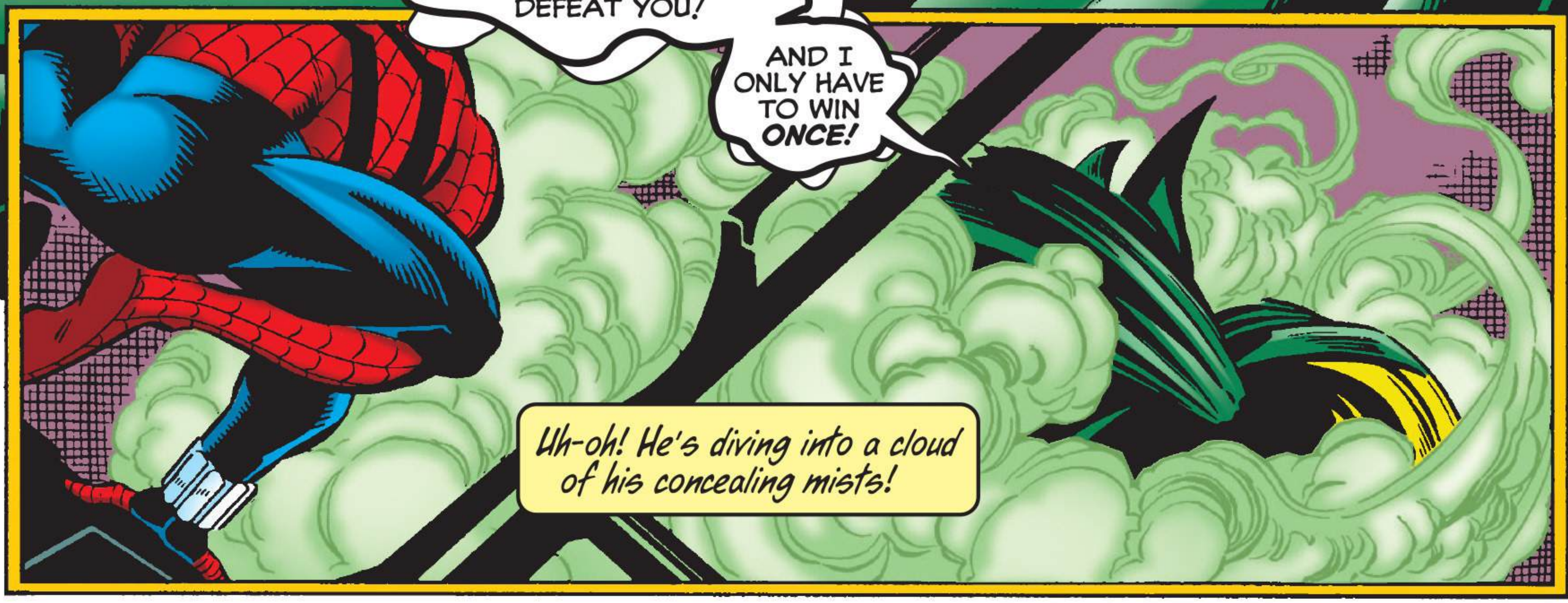
A MASTER SHOWMAN LIKE MYSELF USUALLY LIVES FOR **PRAISE** SUCH AS THAT, WEB-SWINGER --

-- BUT, IN THIS PARTICULAR CASE, I REALLY WOULD HAVE PREFERRED TO SEE YOU **DEAD**!

Awww! I'M SORRY IF I DISAPPOINTED YOU!

DON'T BE! THOUGH YOU HAVE MANAGED TO SURVIVE, AND FRUSTRATE ME YET AGAIN, I AM CONFIDENT THAT I WILL EVENTUALLY DEFEAT YOU!

AND I ONLY HAVE TO WIN **ONCE**!



Uh-oh! He's diving into a cloud of his concealing mists!

I'm not exactly sure HOW he projects this protective cover!

All I know is that it gives him TWO very distinct advantages.

His suit contains a built-in device which allows him to SEE through this mess --

-- and these mists somehow manage to deaden my SPIDER-SENSE!

Am I discouraged?

NO WAY!

I'm a tricky little devil!

With my spider-like speed and reflexes, I'll just weave a WEB OF FISTS around him --

-- swinging like MAD --

-- until I eventually make CONTACT and --

-- WHOOPS! Feels like I knocked his FISHBOWL clean off his shoulders --

-- and his HEAD was still inside it!

At least I **THOUGHT** it was his head!
Hoo-boy! Talk about embarrassing!
I don't know if the real **MYSTERIO**
was ever truly here --

-- or if he just
SUBSTITUTED
this life-sized
decoy while I was
swatting air!

THAT LYING,
CHEATING --!

H-HE
USED ME!

HE
PLAYED ME
AND MY
FRIENDS FOR
FOOLS!

DOESN'T
SOUND LIKE MUCH
OF A **STRETCH** TO ME!

Y'KNOW, ARMADA... YOU
REALLY SHOULD GET
OUT MORE!

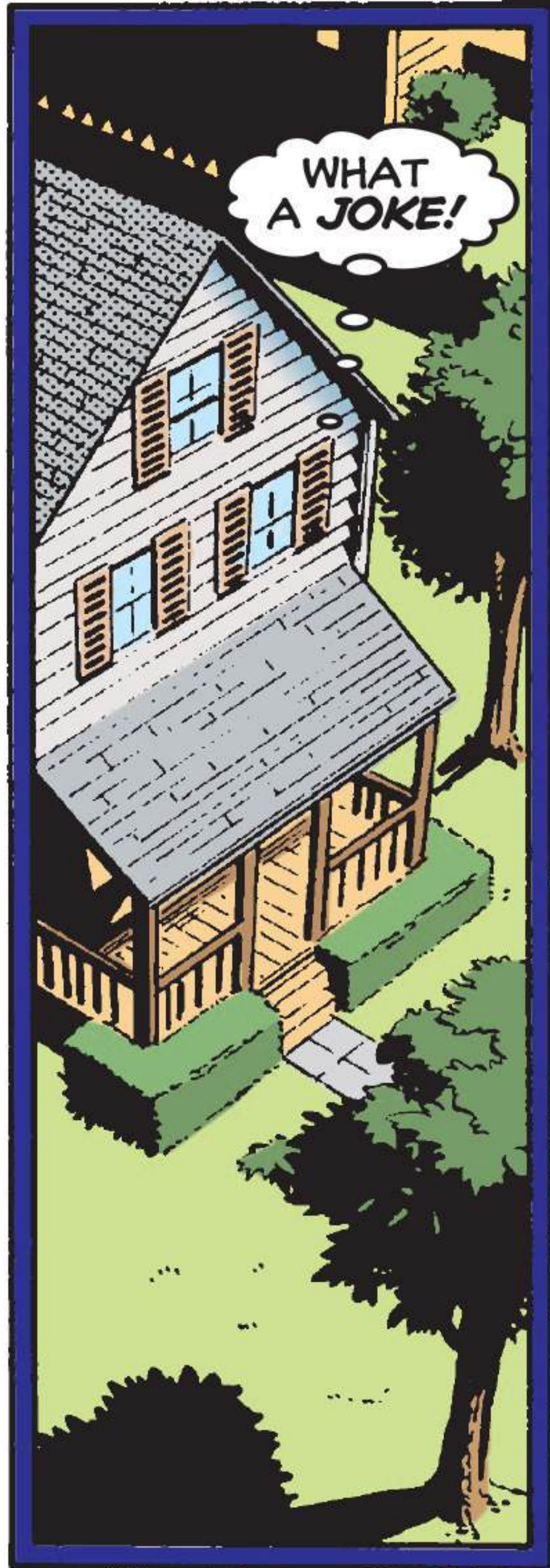
AT
LEAST I HAD
AN **EXCUSE** FOR
MISTAKING HIS
HYPERACTIVE
ACTION FIGURE
FOR THE REAL
DEAL!

GOT
TO HAND IT TO
OL' **MYSTERIO**,
THOUGH...

...HE
USUALLY
KEEPS YOU
GUESSING!

AND HE'S
ALWAYS GOOD
FOR A FEW
LAUGHS!

HAHAHAHA



WHAT A JOKE!

AFTER TAKING A JOB AND MOVING ALL THE WAY TO PORTLAND, OREGON...

...MARY JANE AND I FINALLY REALIZED THAT WE BELONG BACK HERE IN NEW YORK!

I'M JUST LUCKY THAT JOLLY JONAH JAMESON HAD THAT OPENING FOR ME AT THE *DAILY BUGLE*!



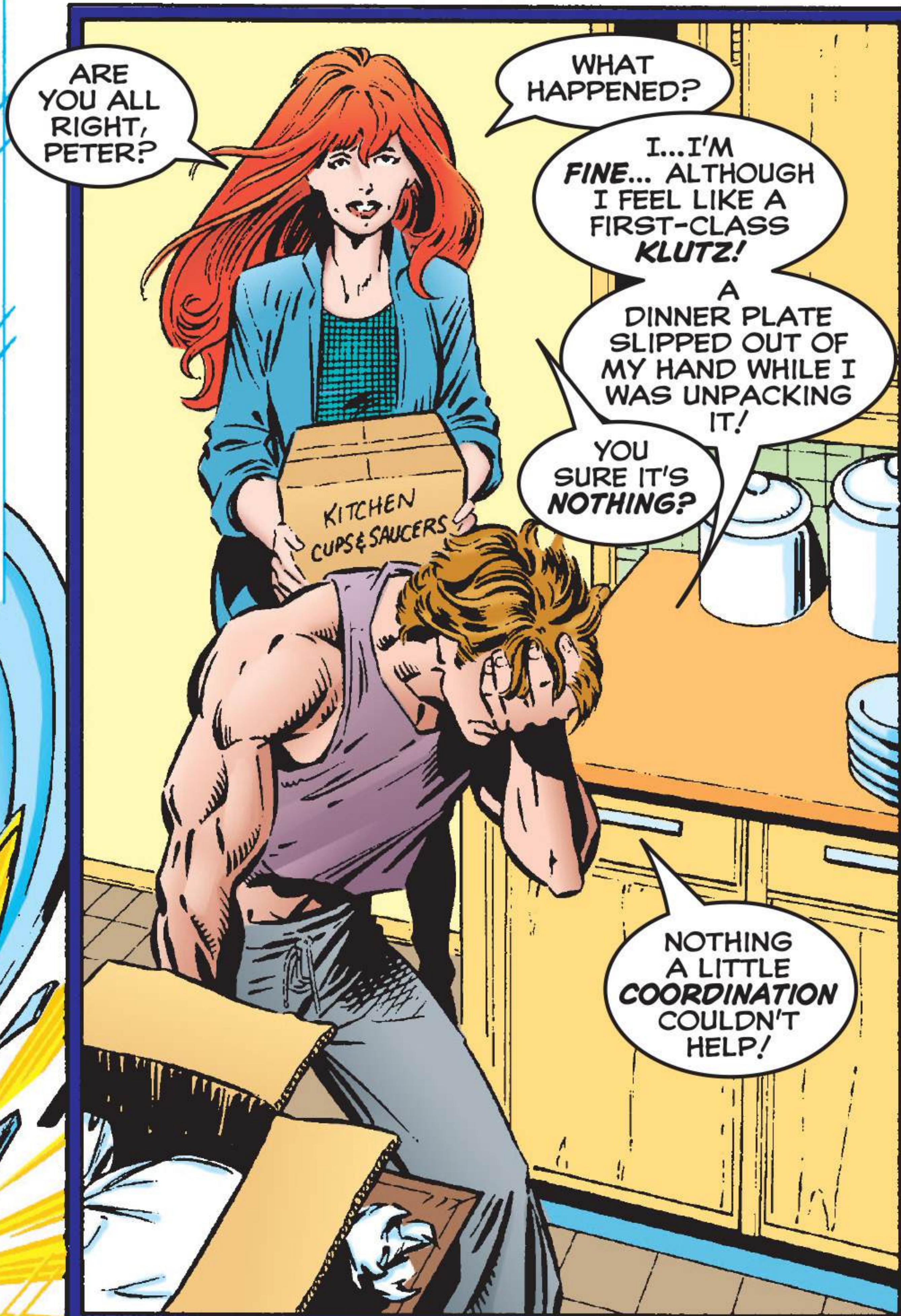
BUT IT REALLY FEELS WEIRD TO BE LIVING IN AUNT MAY'S HOUSE AGAIN!

I KEEP EXPECTING TO SEE HER WHENEVER I LOOK UP!



IT'S SO HARD TO ACCEPT THE FACT THAT SHE'S REALLY GONE --

OH!



ARE YOU ALL RIGHT, PETER?

WHAT HAPPENED?

I...I'M FINE... ALTHOUGH I FEEL LIKE A FIRST-CLASS KLUTZ!

A DINNER PLATE SLIPPED OUT OF MY HAND WHILE I WAS UNPACKING IT!

YOU SURE IT'S NOTHING?

NOTHING A LITTLE COORDINATION COULDN'T HELP!

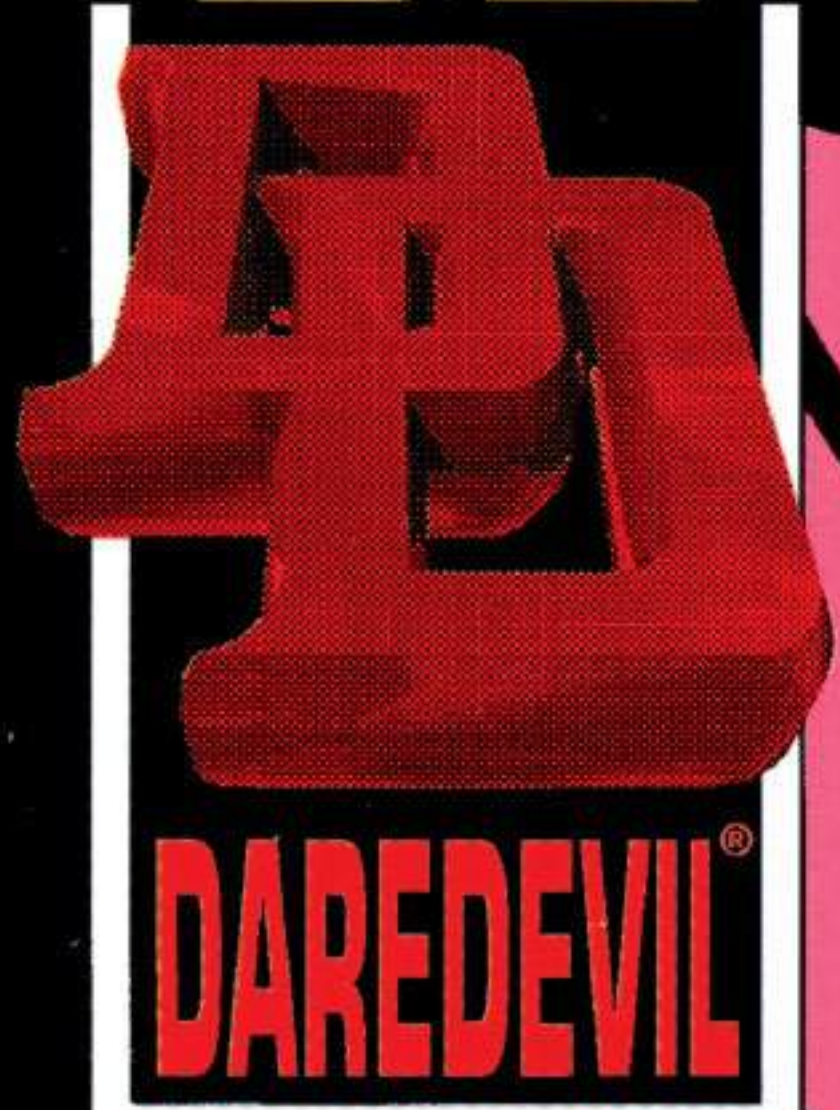
I HATE TO KEEP SECRETS FROM MARY JANE, BUT I DIDN'T WANT TO ALARM HER WHILE SHE'S STILL CARRYING OUR BABY!

I CAN'T DENY IT ANY LONGER! I'M NOT SURE WHAT'S HAPPENING, BUT SOMETHING'S DEFINITELY **WRONG** WITH ME --

-- AND IT COULD BE **SERIOUS!**

NEXT ISSUE:
THE LETHAL DEBUT OF
DELILAH!

MARVEL[®]
COMICS



JULY '96 354

APPROVED
BY THE
COMICS
CODE
AUTHORITY

DAREDEVIL

HEAD
TO HEAD
WITH
SPIDER-
MAN!

Jordan
Ryan
96

STAN LEE PRESENTS THE MARVELOUS MAN WITHOUT FEAR!

ANOTHER
BRILLIANT IDEA,
MR. MURDOCK!

NOTHING LIKE
GETTING OUT OF THE
OFFICE FOR A QUICK
SWING AROUND TOWN
TO CLEAR COBWEBS OUT
OF THE OL' HORNHEAD!

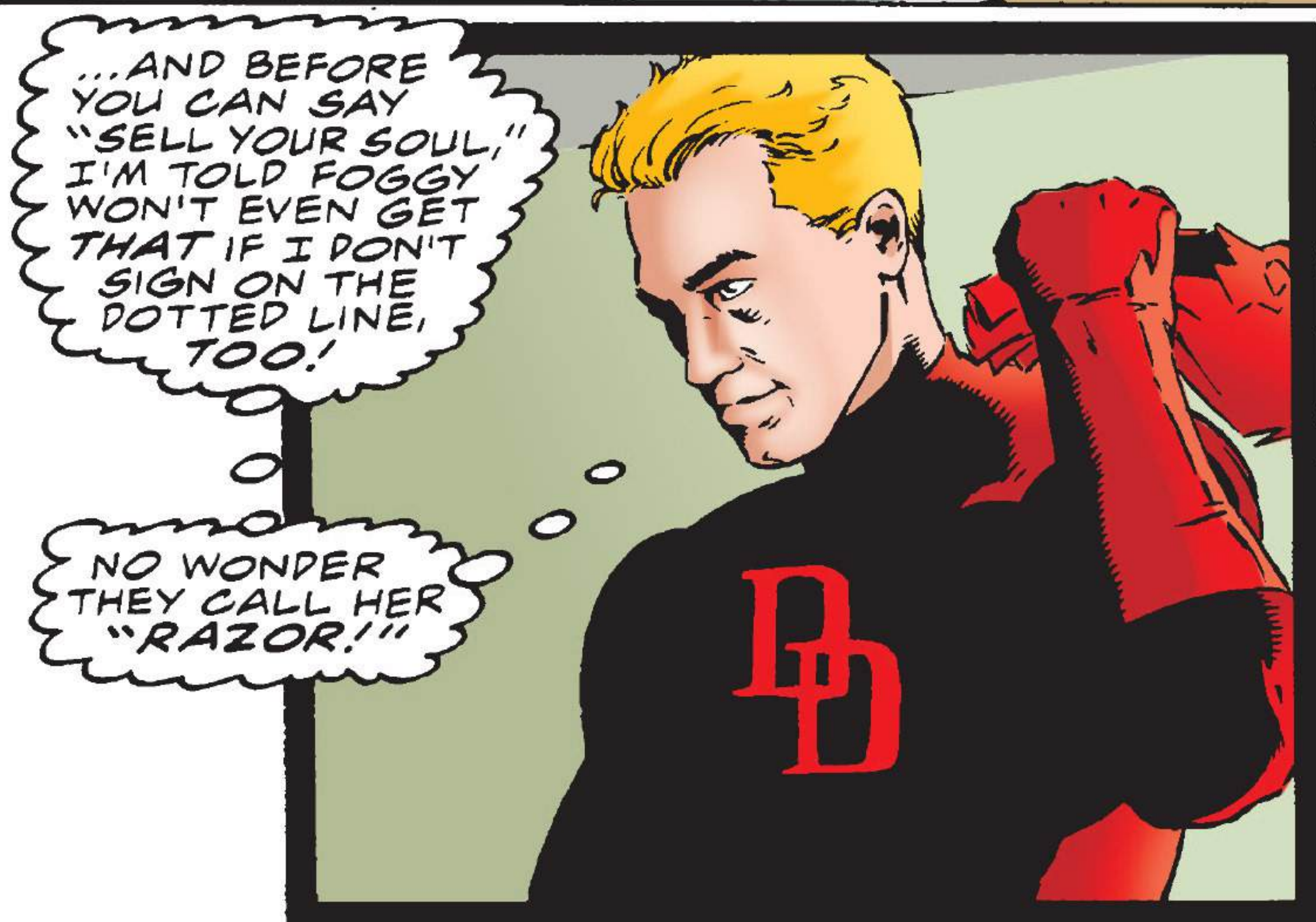
DOESN'T SOLVE
A SINGLE PROBLEM--
BUT IT SURE MAKES
YOU FEEL GREAT
TO BE ALIVE!

GUEST-
STARRING THE
SENSATIONAL
AND AMAZINGLY
SPECTACULAR

SPIDER-MAN

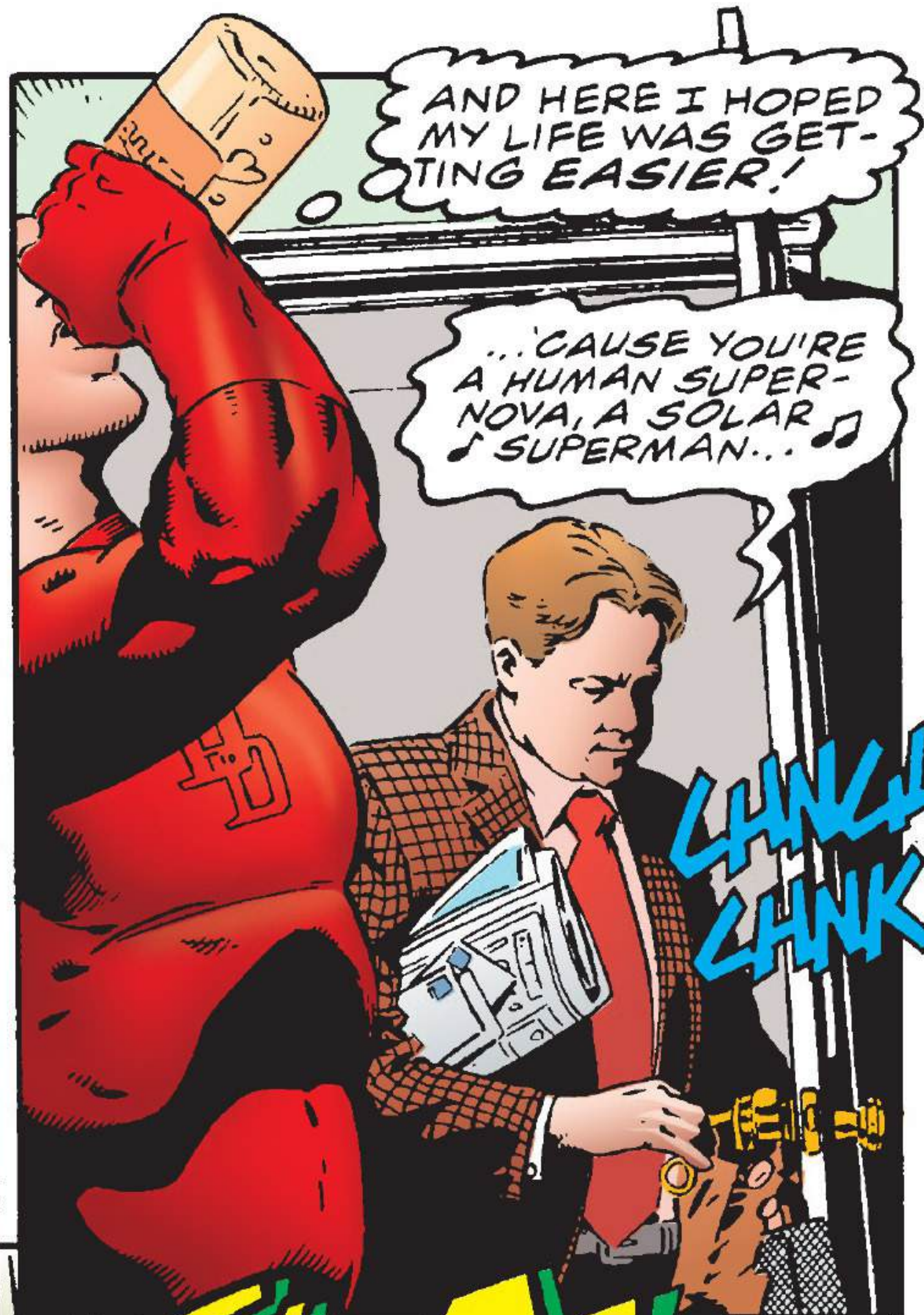
KARL KESEL-- WRITER
CARY NORD--
PENCILER PGS. 1-7, 15-30
RICK LEONARDI--
PENCILER PGS. 10-14, 31
MATT RYAN-- INKER
UL HIGGINS,
JIM NOVAK-- LETTERERS
CHRISTIE SCHEELE--
COLORIST
MALIBU-- COLOR SEPS
THE PROFESSOR--
EDITOR
BOB HARRAS--
EDITOR IN CHIEF

CHARMING DEVILS



THIS MEANS A LOT TO FOGGY...NOT TO MENTION IT'D BE A GOOD CAREER MOVE FOR HIM, AND I'D HATE TO MESS UP THAT.

OUR FRIENDSHIP'S ALREADY A LITTLE STRAINED AS IT IS...



AND HERE I HOPED MY LIFE WAS GETTING EASIER!

... 'CAUSE YOU'RE A HUMAN SUPER-NOVA, A SOLAR SUPERMAN...

CHUNK
CHUNK

SLAMM

B5044



MATT!?!

HEY, FOGGY.

Y-YOUR COSTUME!

YOUR SECRET!

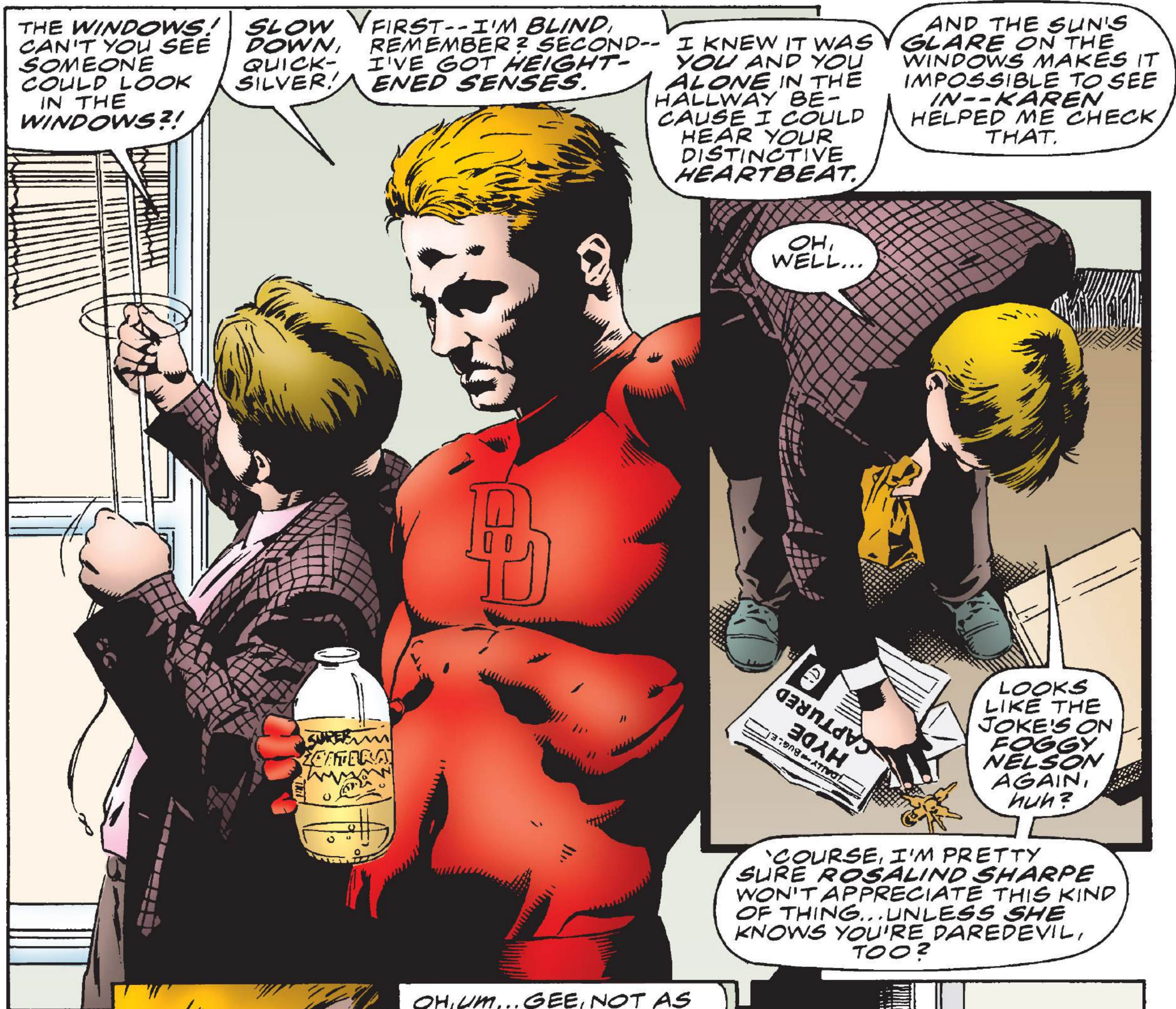
MY GOD-- WHAT IF IT WASN'T ME?

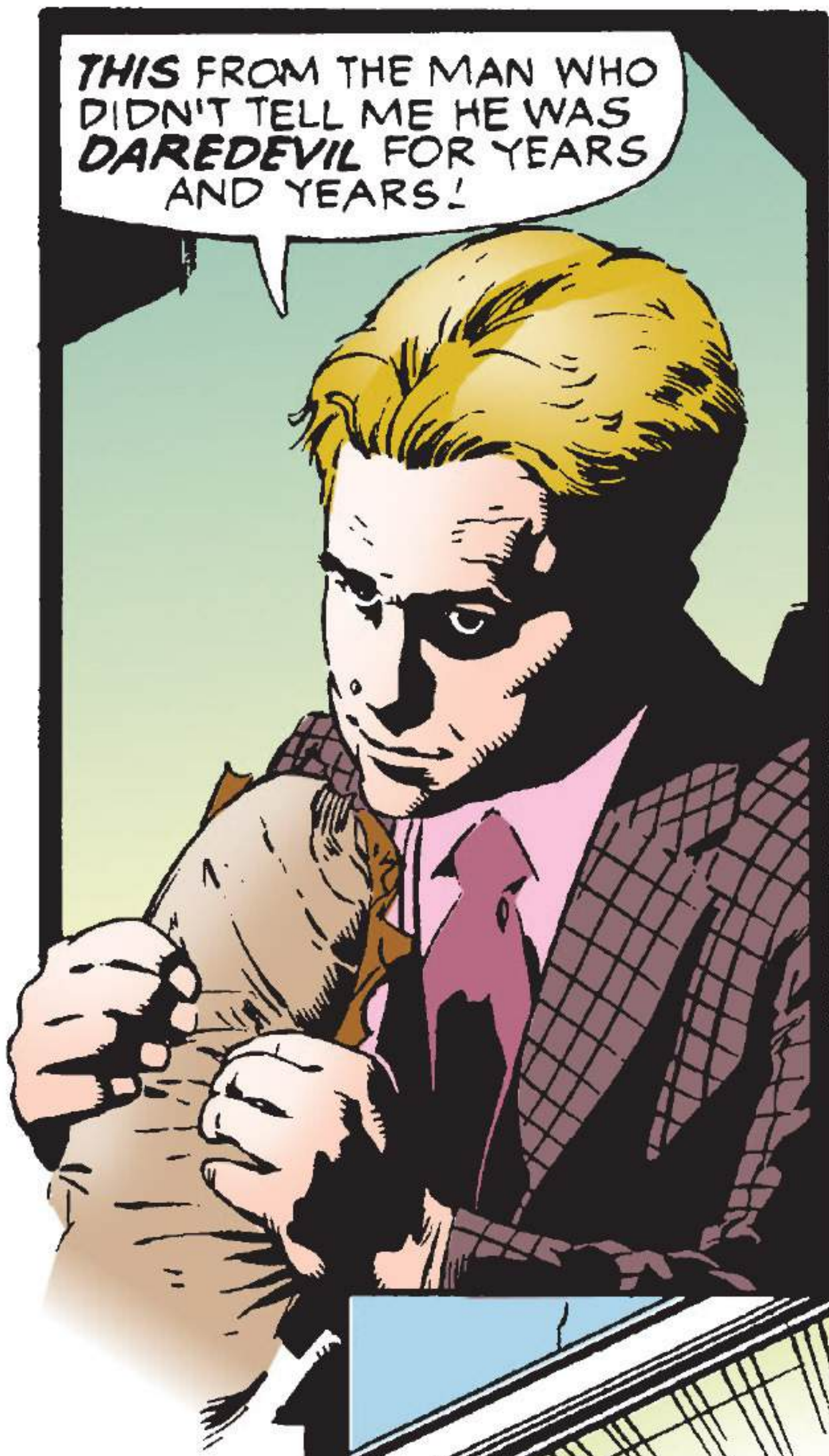
WHAT IF SOMEONE WAS WITH ME?

WHAT IF SOMEONE WALKED BY WHILE THE DOOR WAS OPEN?

'LO, MATT.







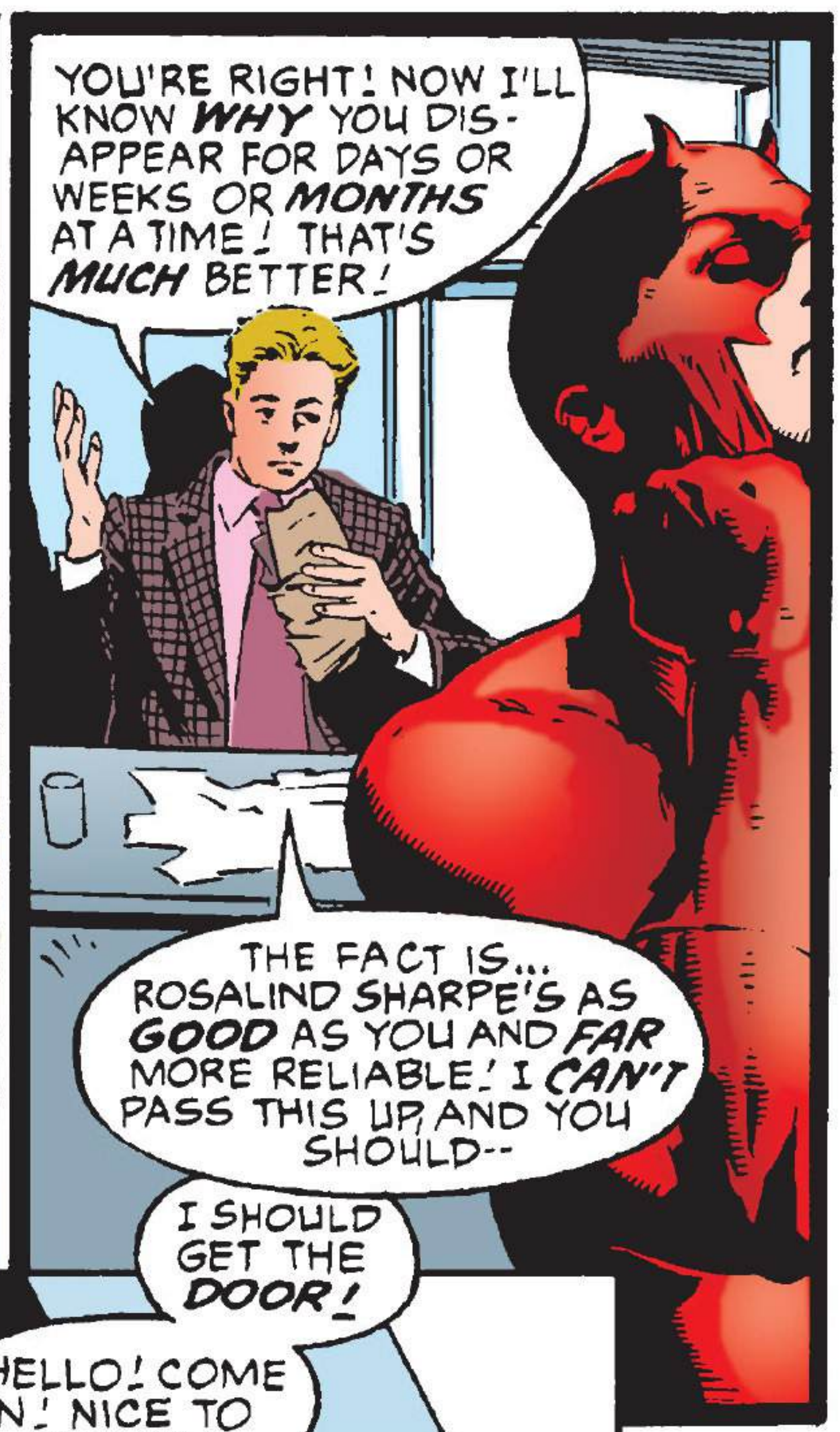
THIS FROM THE MAN WHO DIDN'T TELL ME HE WAS **DAREDEVIL** FOR YEARS AND YEARS!



I CAN ONLY SAY I'M **SORRY** SO MANY TIMES, FOGGY!

KLINK

YOU KNOW **NOW**, FOGGY. THINK HOW **HANDY** THAT COULD BE IN OUR TWO-MAN **LAW PRACTICE!**



YOU'RE RIGHT! NOW I'LL KNOW **WHY** YOU DIS-APPEAR FOR DAYS OR WEEKS OR **MONTHS** AT A TIME! THAT'S **MUCH BETTER!**

THE FACT IS... ROSALIND SHARPE'S AS **GOOD** AS YOU AND **FAR** MORE RELIABLE! I **CAN'T** PASS THIS UP AND YOU SHOULD--

I SHOULD GET THE **DOOR!**



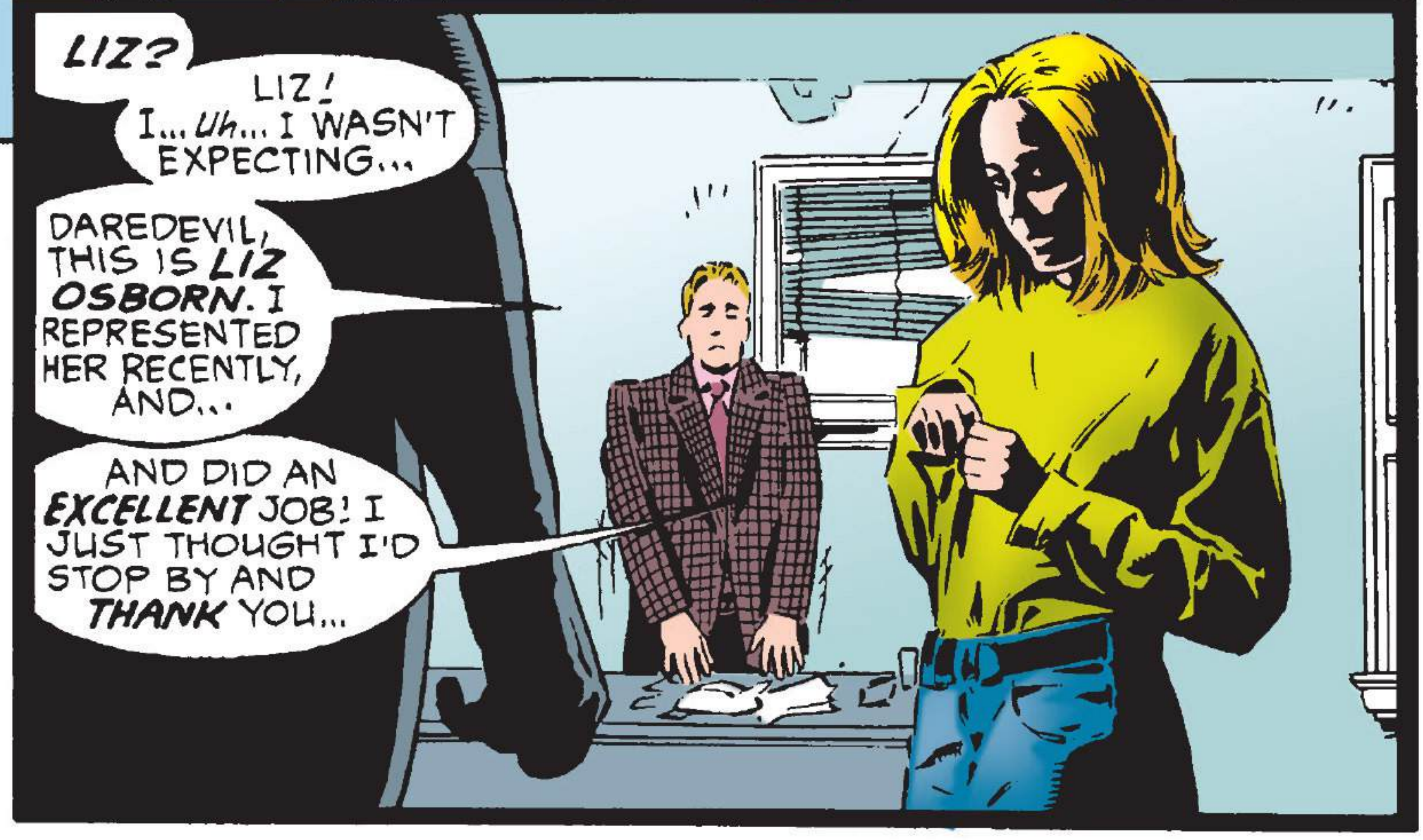
HELLO! COME IN! NICE TO **SEE** YOU!

OR IS THAT "ABANDON HOPE, ALL YE WHO ENTER HERE"? ALWAYS GET THOSE **CONFUSED!**

OH!

Umm... I WAS ABOUT TO **KNOCK...**

WELL, I'D HATE TO THINK YOUR ARM WAS **PERMANENTLY** STUCK IN THAT POSITION.



LIZ?

LIZ! I... Uh... I WASN'T EXPECTING...

DAREDEVIL, THIS IS **LIZ OSBORN**. I REPRESENTED HER RECENTLY, AND...

AND DID AN **EXCELLENT** JOB! I JUST THOUGHT I'D STOP BY AND **THANK** YOU...

WELL, IF WE'RE NOT GOING TO TALK ABOUT **ME**, I'M **OUT** OF HERE!

ONCE AGAIN-- **GREAT JUDO TIPS**, FOGGY! THANK GOD YOU USE THAT POWER FOR **GOOD**, NOT **EVIL**!

I'LL LET YOU KNOW IF I DIG UP ANYTHING ON THAT "STORM STEALING THOR'S **THUNDER**" CASE YOU'RE WORKING ON... BUT FIRST...

...I GOT A DATE WITH AN **ANGEL**!

I DIDN'T REALIZE YOU KNEW **DARE-DEVIL** SO WELL, FOGGY!

WHAT-- DOES HE **WORK** FOR YOU?

NOT EXACTLY.

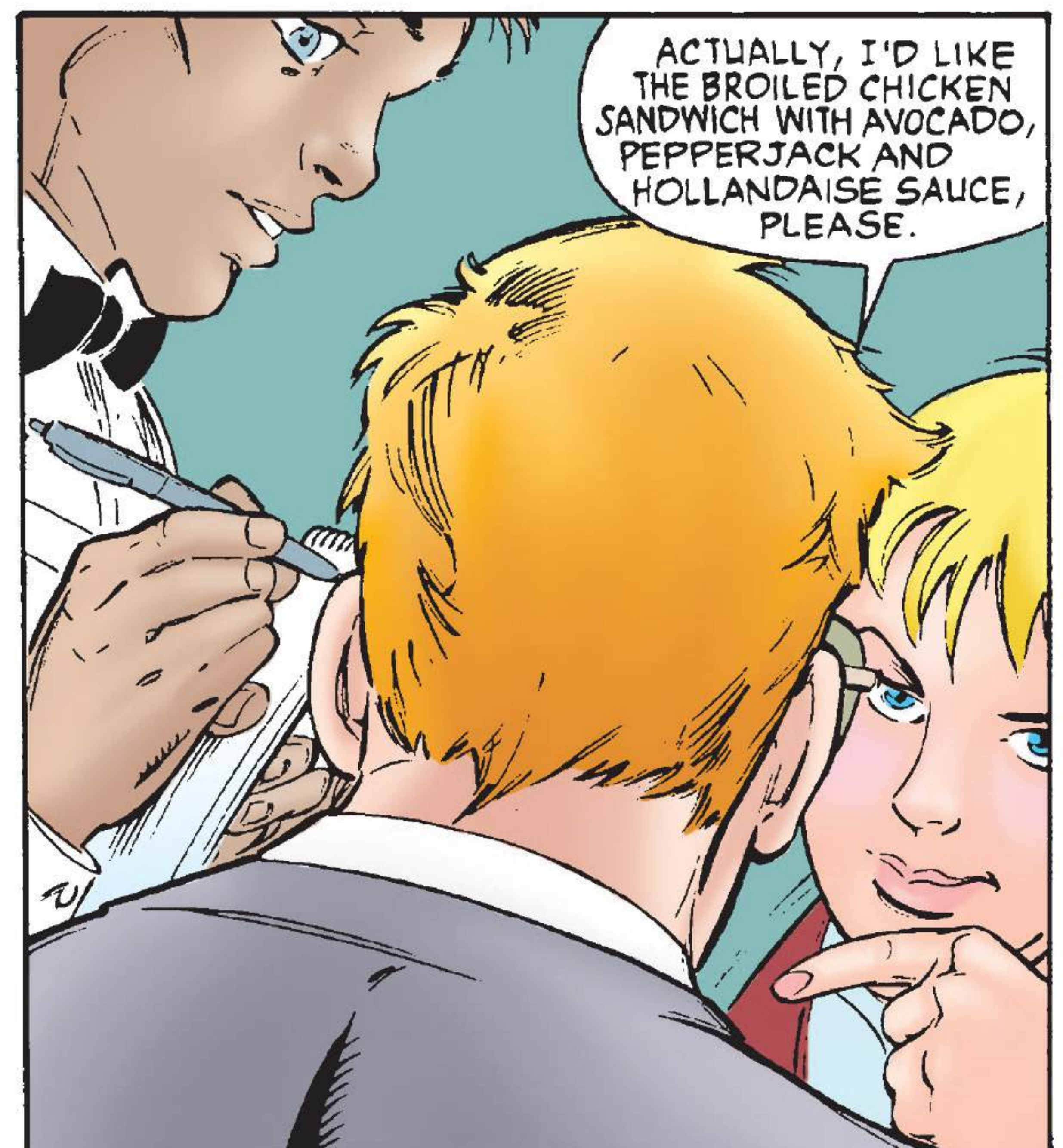
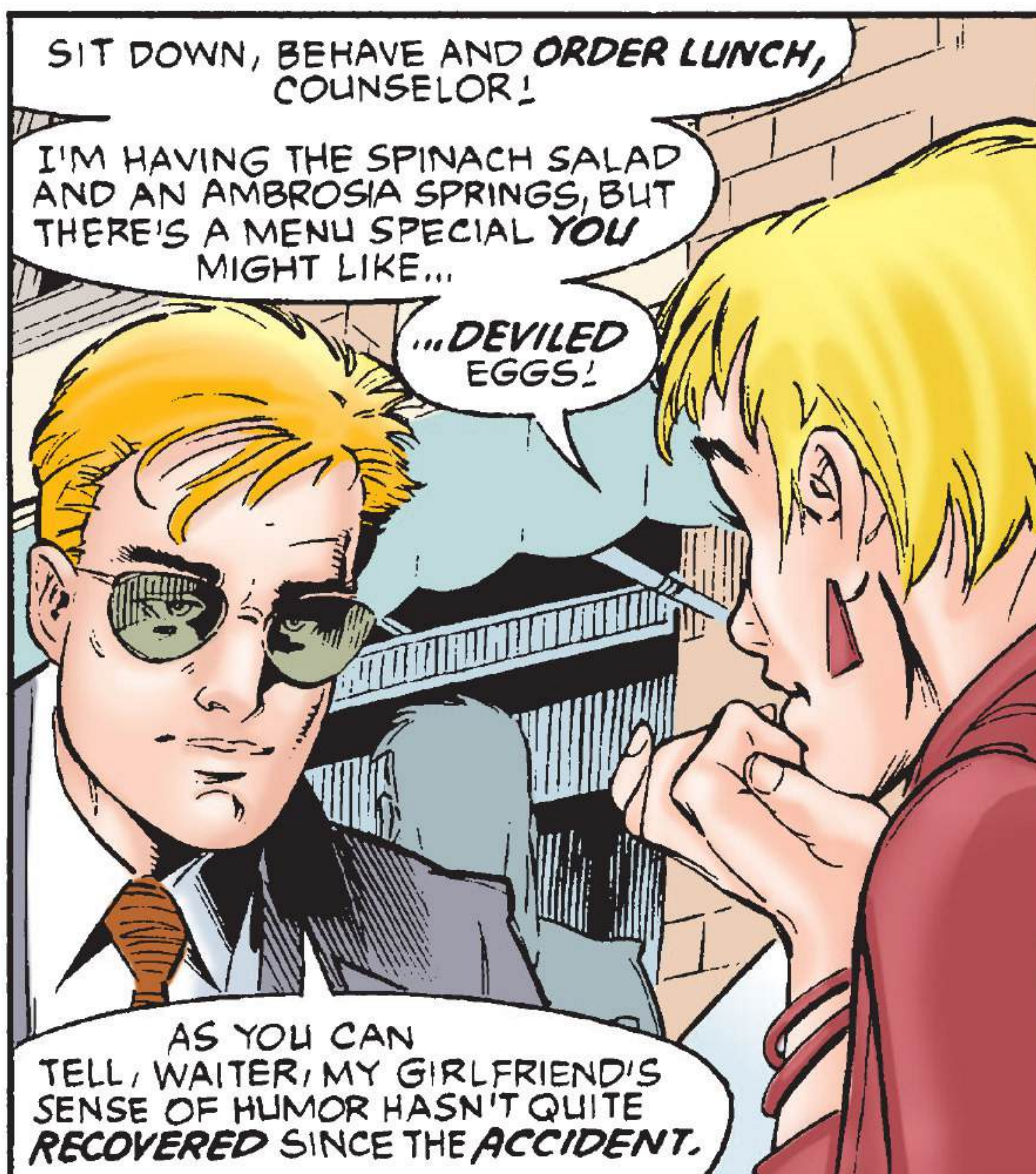
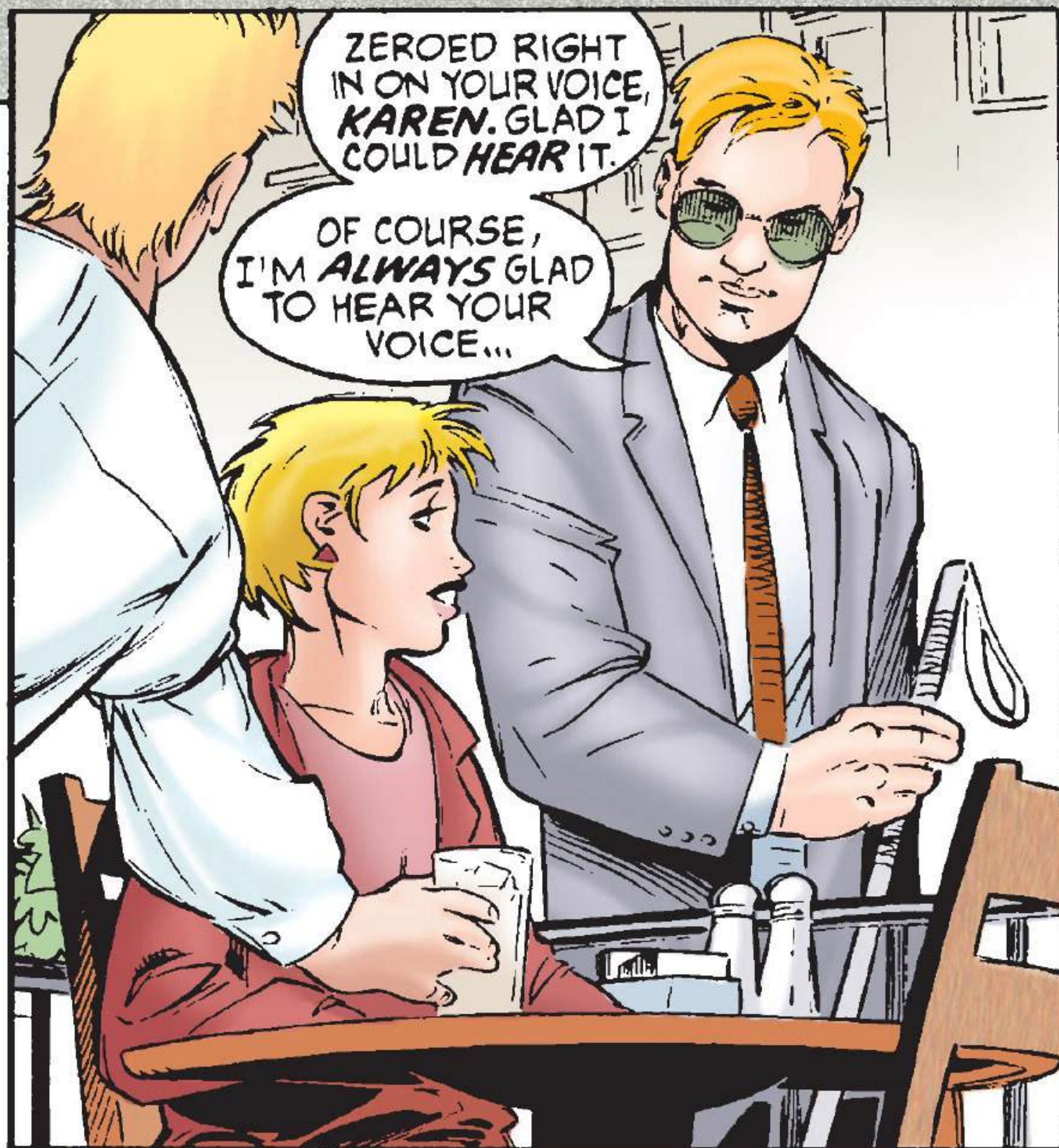
YOU CAN **FIRE** PEOPLE WHO WORK FOR YOU...

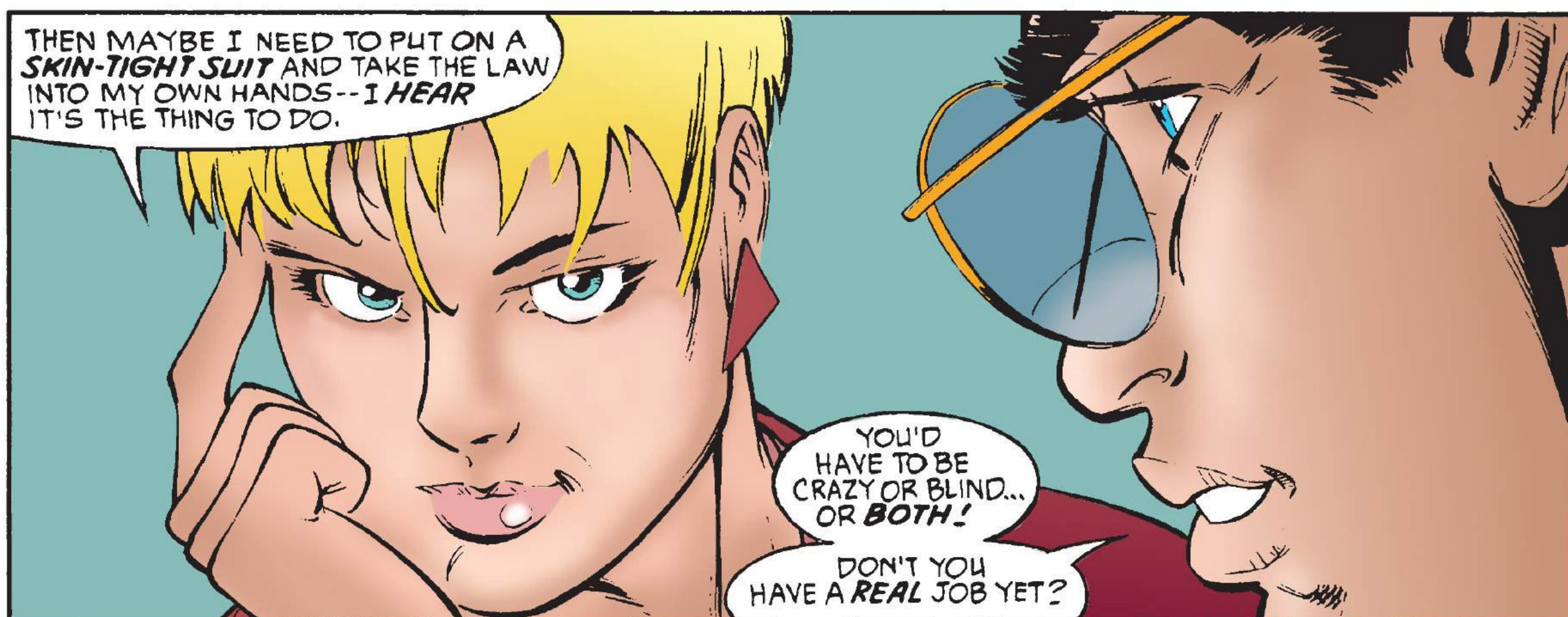
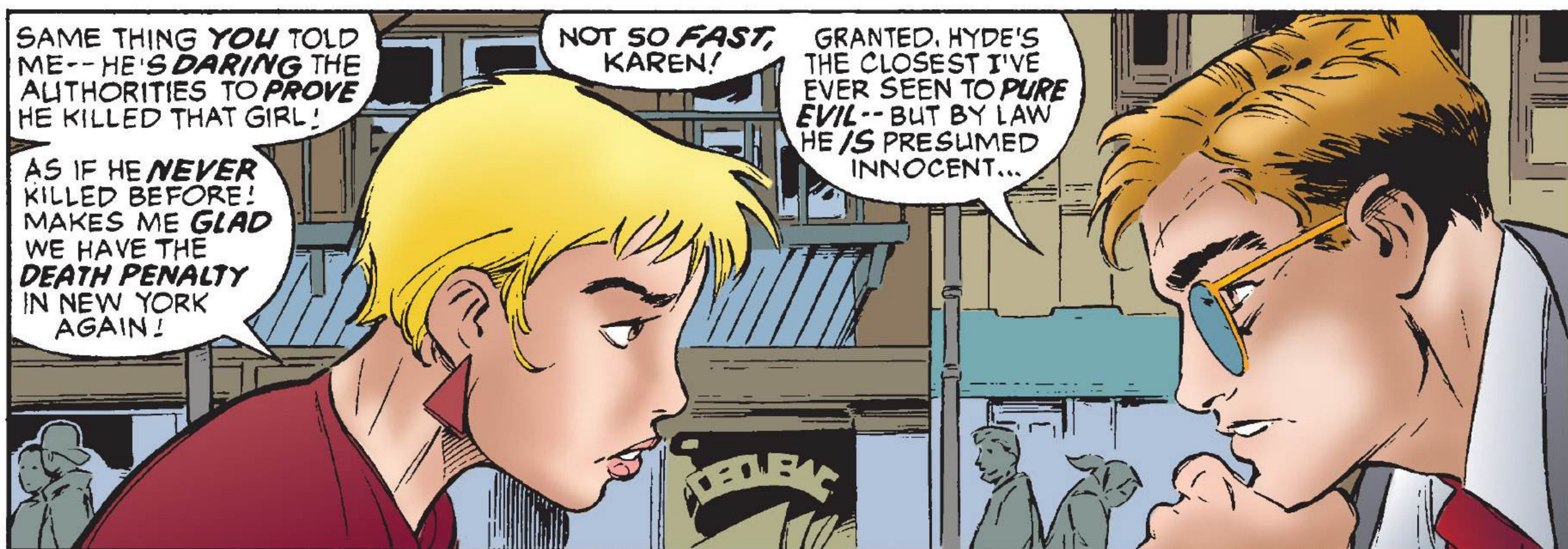
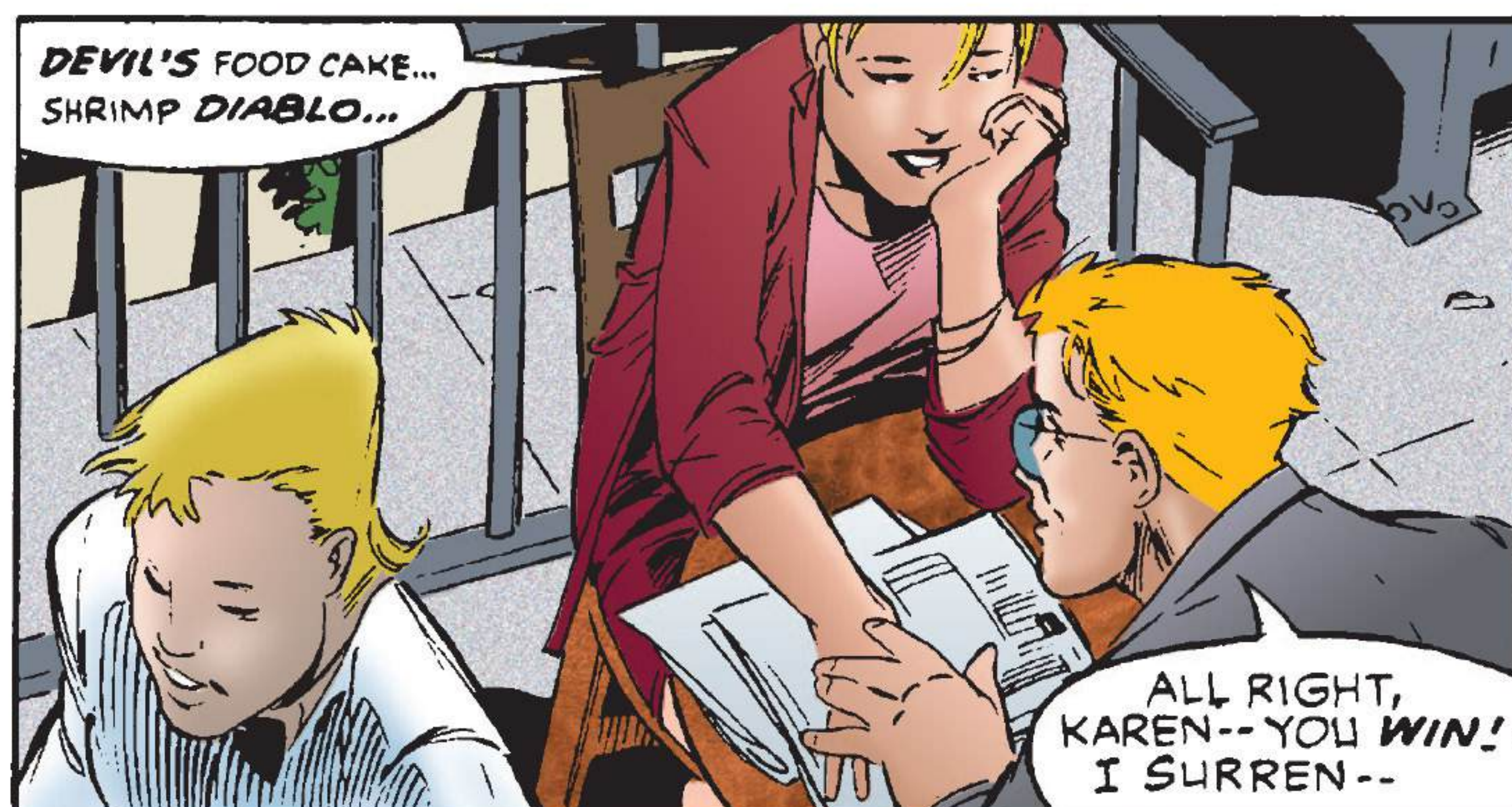
I MEAN, I LOVE HIM LIKE A **BROTHER** AND IT'S LIKE HE'S PART OF MY **FAMILY**, BUT...

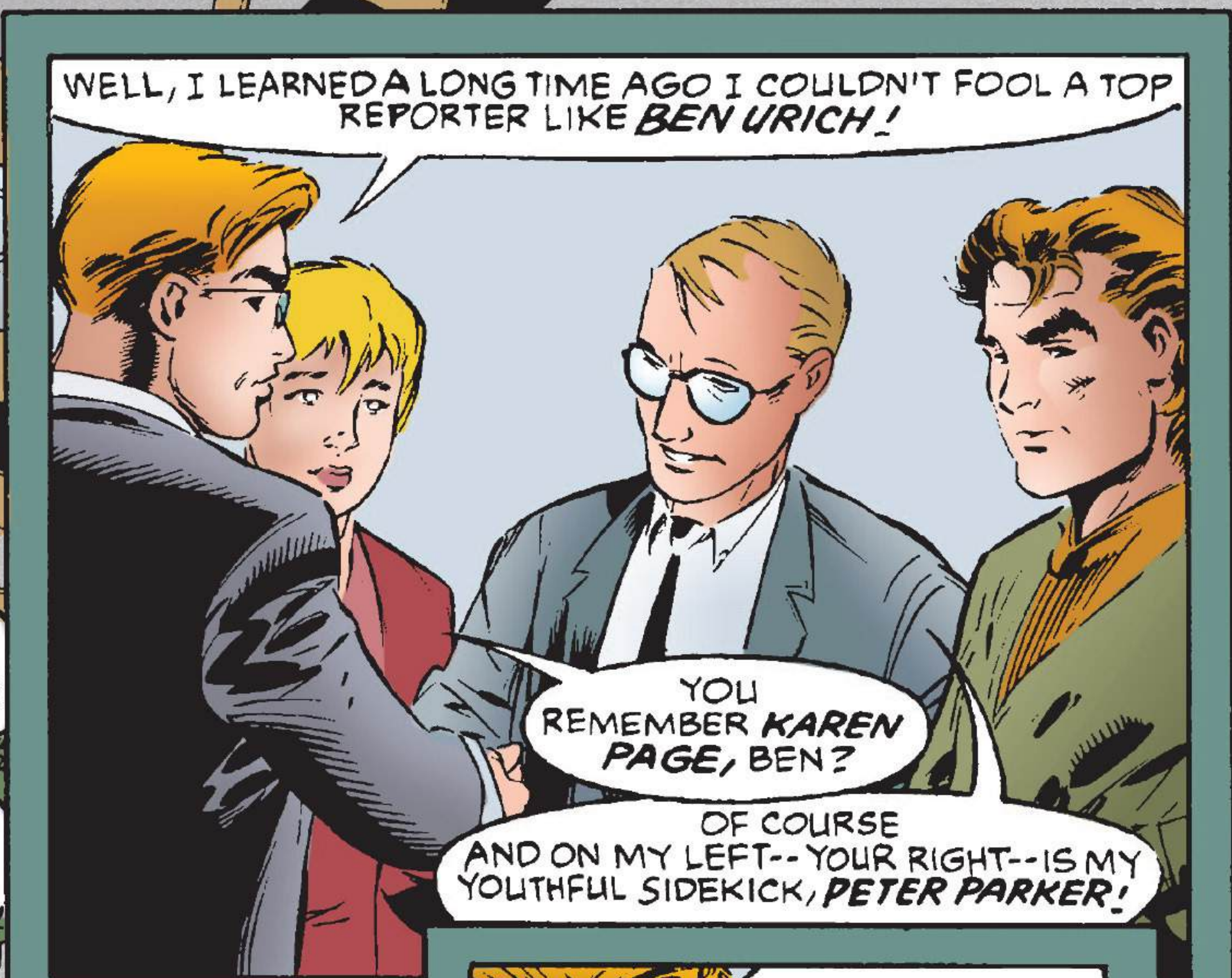
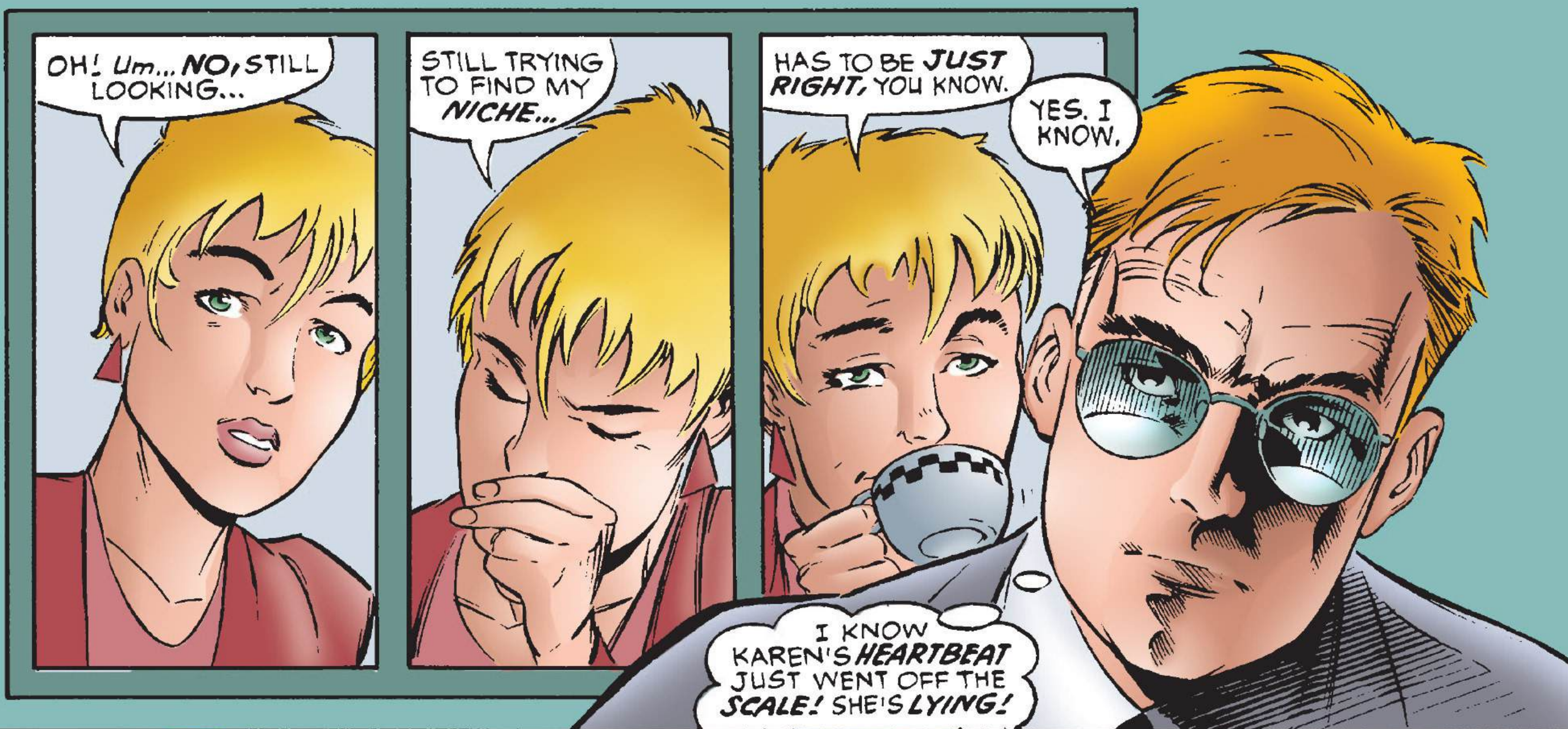
...BUT MY FAMILY'S PRETTY **MESSED UP**!

TELL ME ABOUT IT! I WAS **MRS. GREEN GOBLIN** FOR AWHILE THERE, REMEMBER? AND THAT'S JUST FOR **STARTERS**!

WANT TO TRADE **WAR STORIES**, COUNSELOR? MAYBE WE COULD EVEN DO IT...





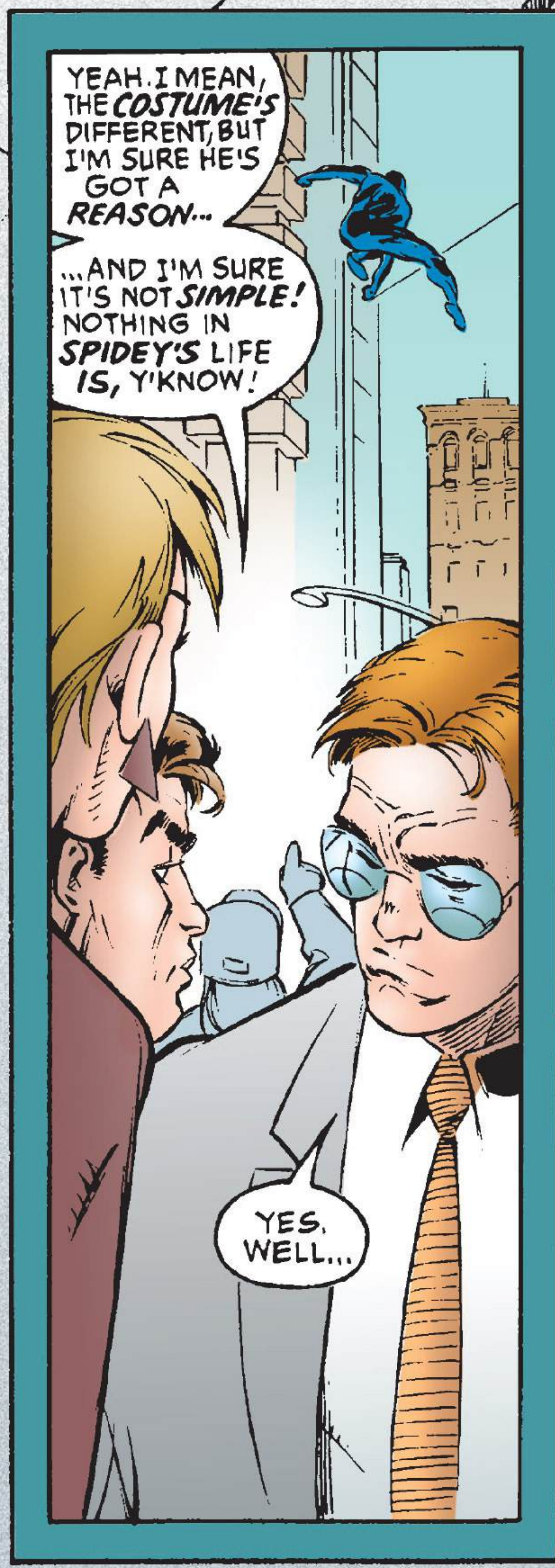




IT'S NOT TOO DIFFERENT, EITHER, PETER-- THERE GOES SPIDER-MAN NOW!

WHAT---

ARE YOU CERTAIN THAT'S SPIDER-MAN, PETER?



YEAH. I MEAN, THE *COSTUME'S* DIFFERENT, BUT I'M SURE HE'S GOT A REASON...

...AND I'M SURE IT'S NOT *SIMPLE!* NOTHING IN *SPIDEY'S* LIFE IS, Y'KNOW!

YES, WELL...



CAN YOU *BELIEVE* IT? I JUST REMEMBERED AN *APPOINTMENT* I'M LATE FOR. YOU'LL HAVE TO *EXCUSE* ME...

HE'S GOING OFF TO CHANGE--

--TO *DAREDEVIL!* GOTTA --

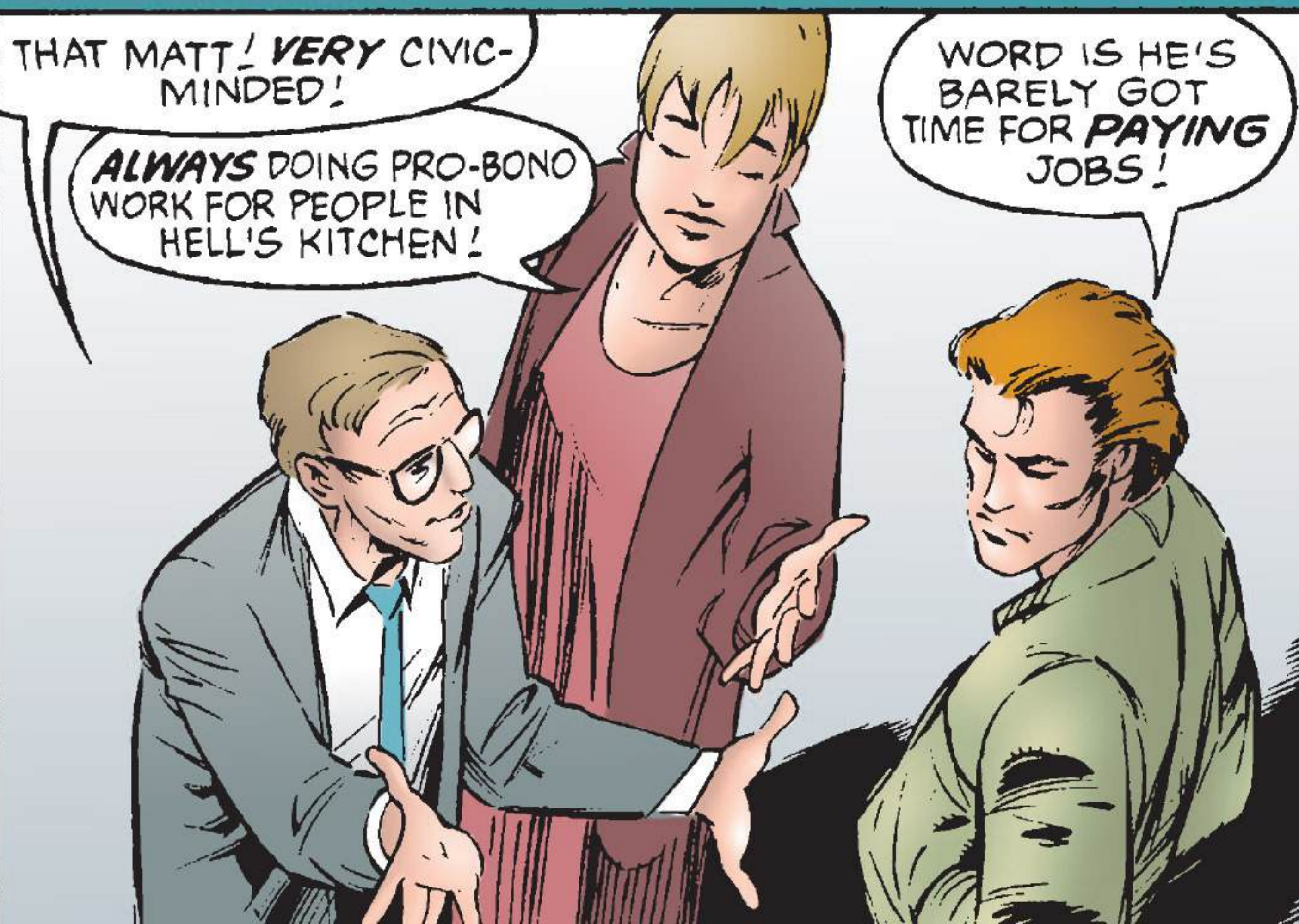
--COVER FOR HIM!

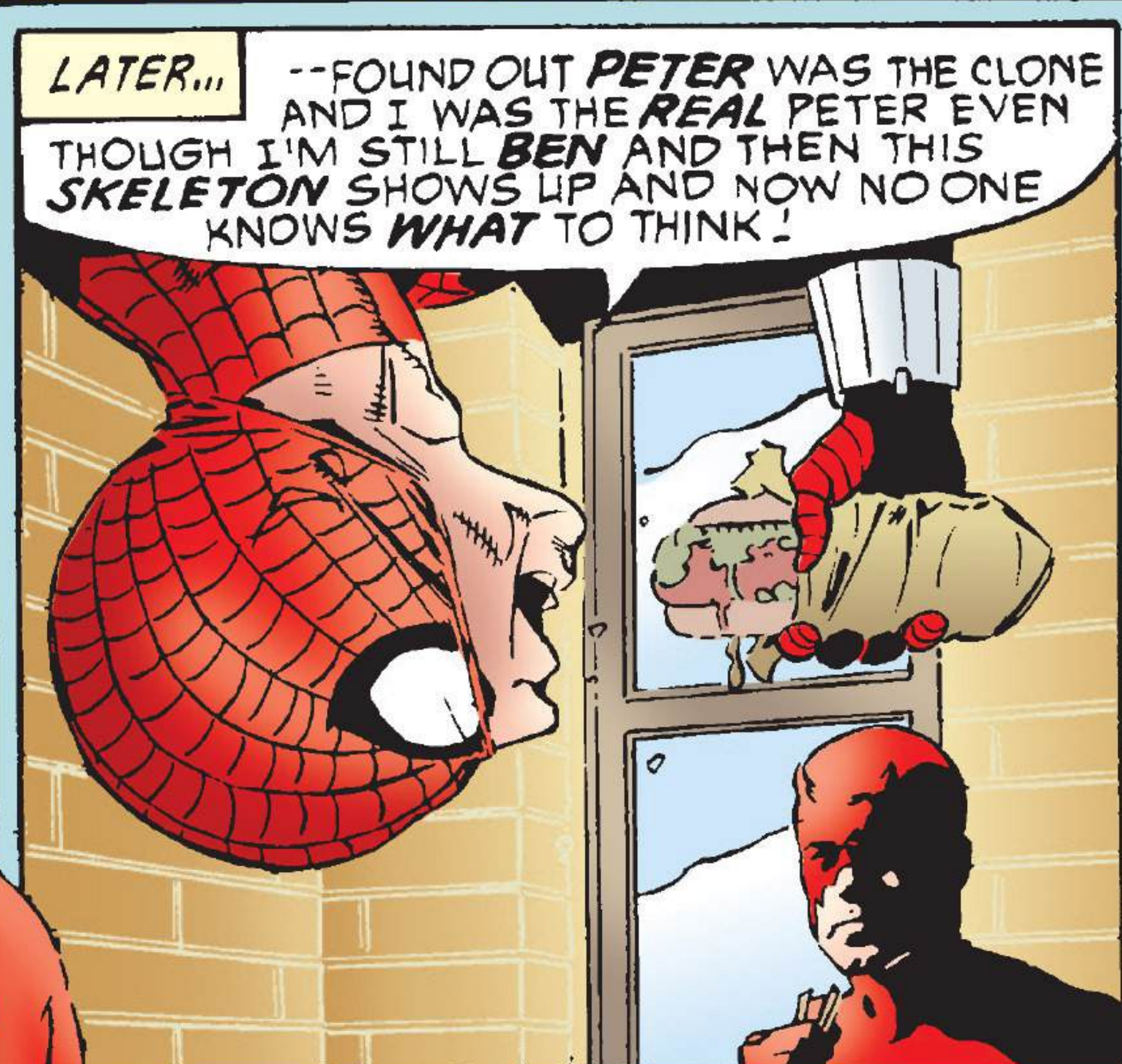
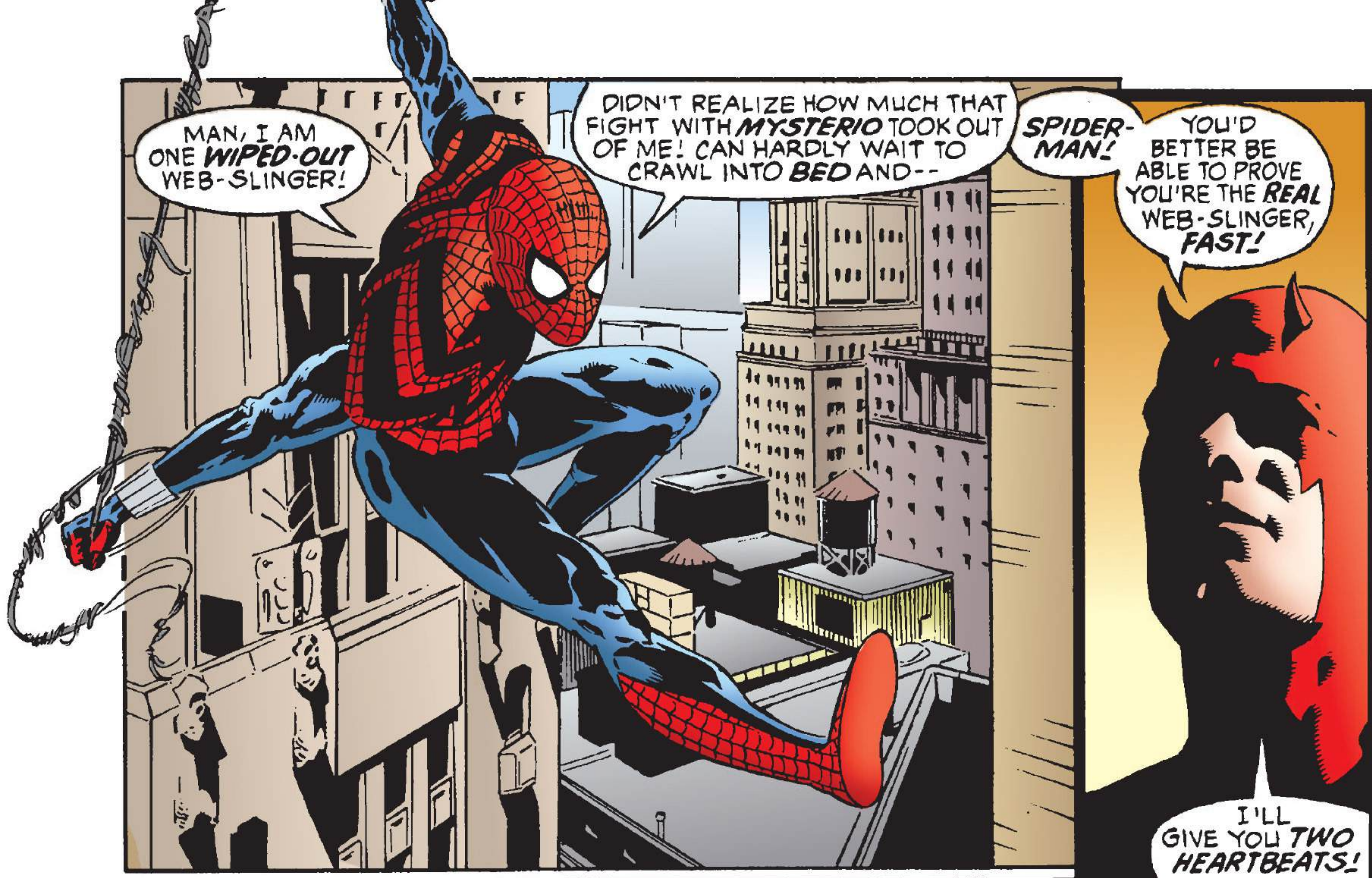


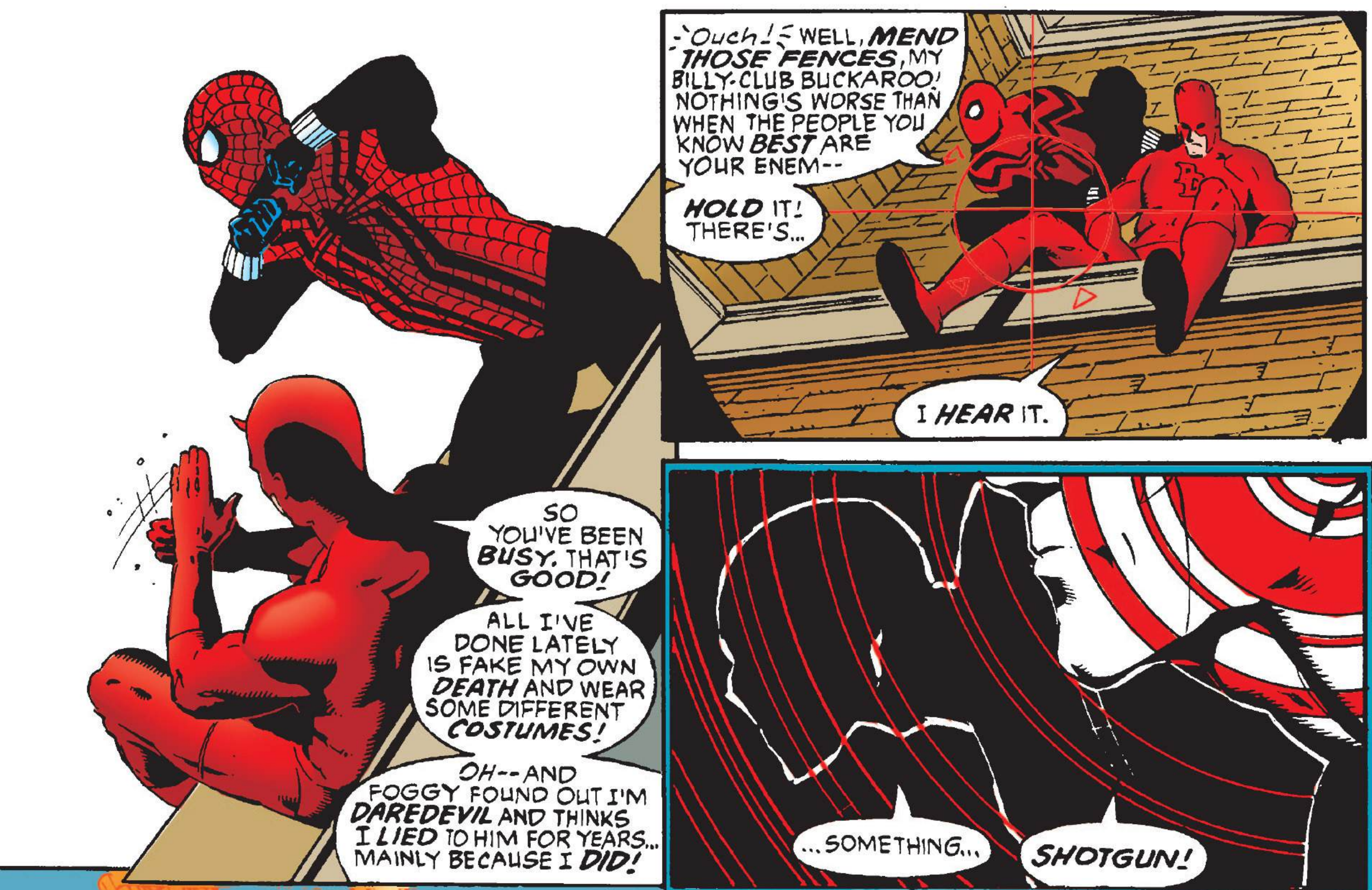
THAT MATT! *VERY* CIVIC-MINDED!

ALWAYS DOING PRO-BONO WORK FOR PEOPLE IN HELL'S KITCHEN!

WORD IS HE'S BARELY GOT TIME FOR *PAYING* JOBS!







Ouch! WELL, MEND THOSE FENCES, MY BILLY-CLUB BUCKAROO! NOTHING'S WORSE THAN WHEN THE PEOPLE YOU KNOW BEST ARE YOUR ENEM--

HOLD IT! THERE'S...

I HEAR IT.

SO YOU'VE BEEN BUSY. THAT'S GOOD!

ALL I'VE DONE LATELY IS FAKE MY OWN DEATH AND WEAR SOME DIFFERENT COSTUMES!

OH--AND FOGGY FOUND OUT I'M DAREDEVIL AND THINKS I LIED TO HIM FOR YEARS... MAINLY BECAUSE I DID!



...SOMETHING...

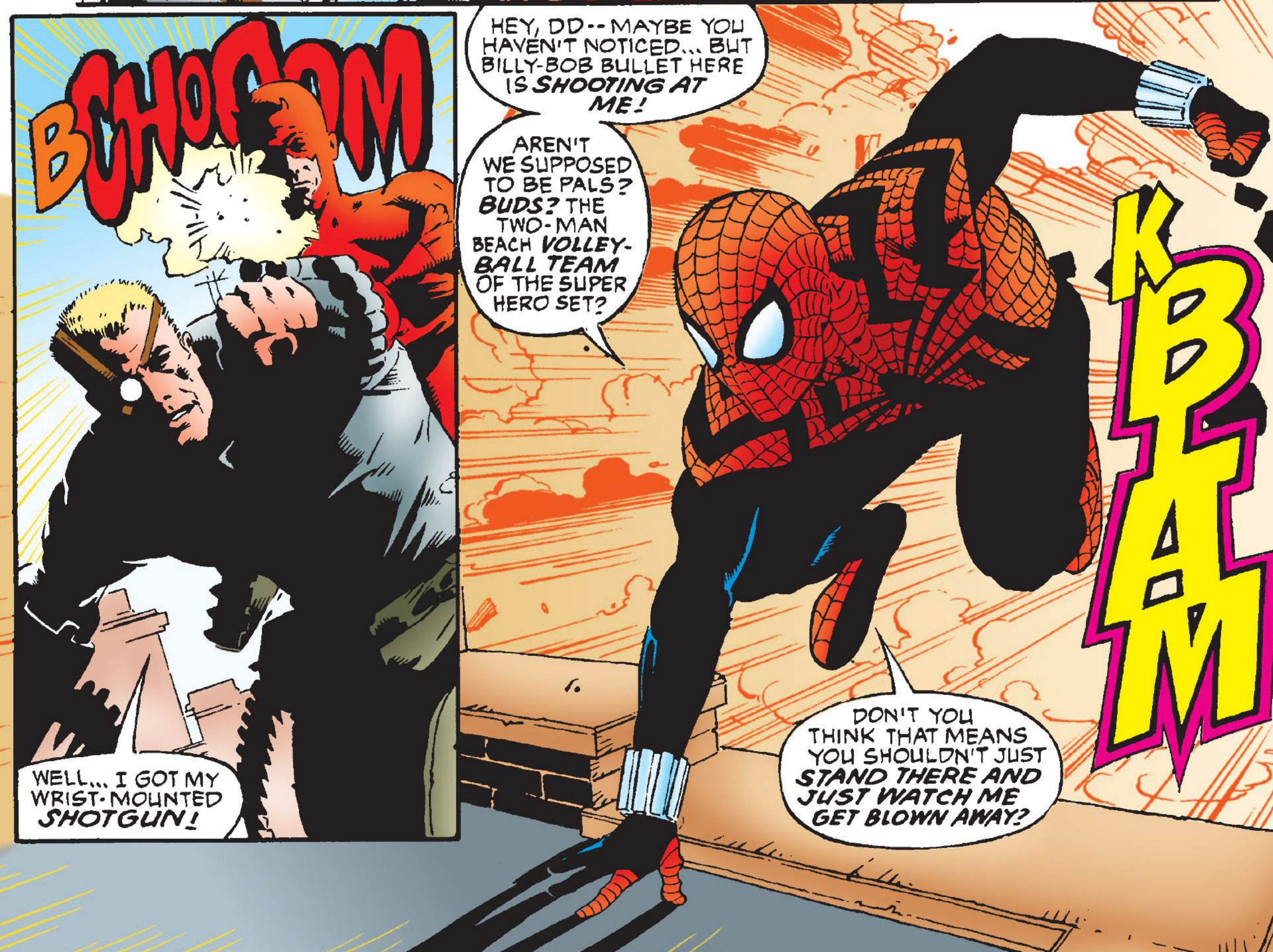
SHOTGUN!



KRLLA

I HATE IT WHEN YOU'RE RIGHT!





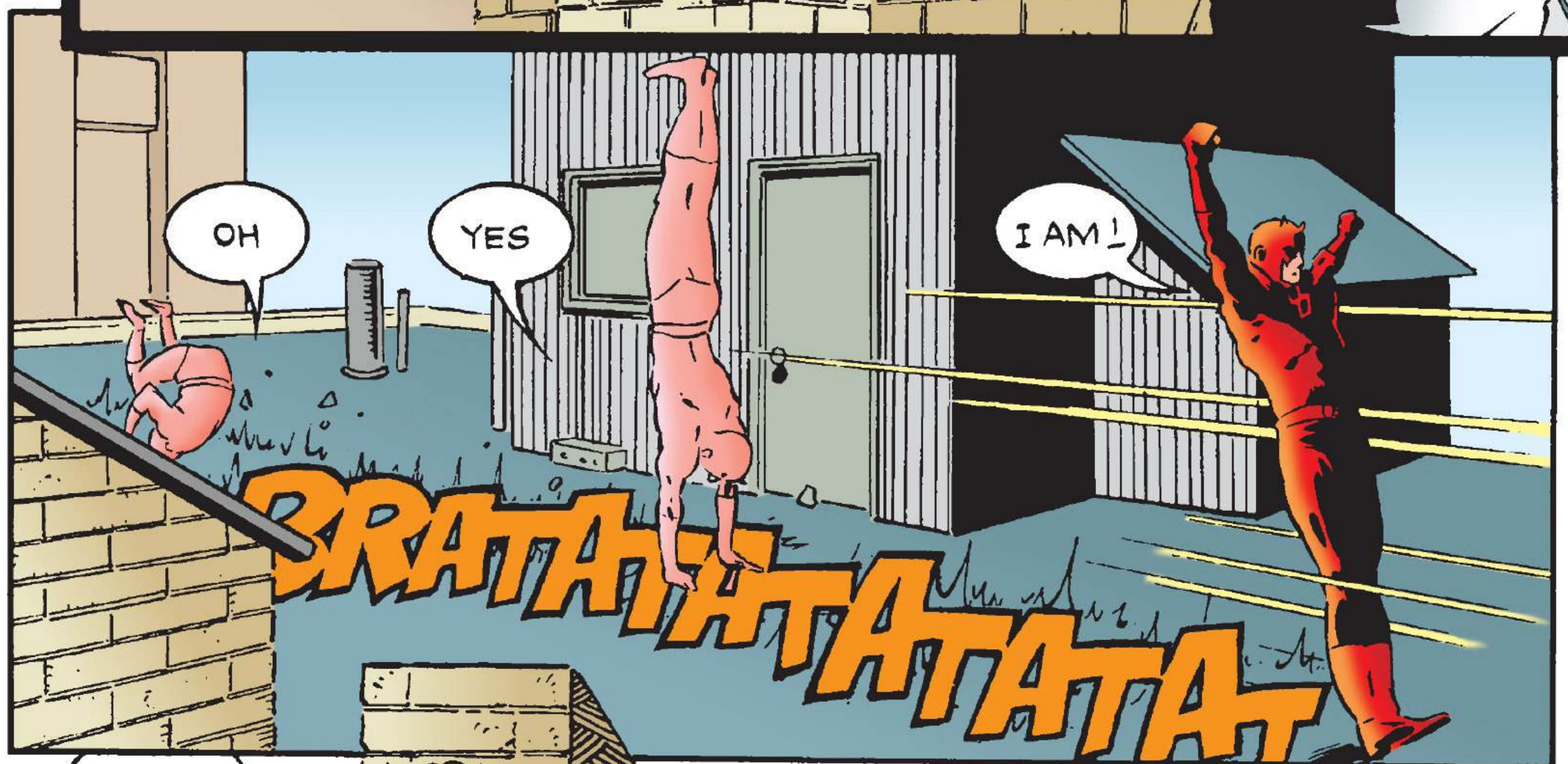


HEY-- HE'S **RIGHT!** YOU'RE NOT MOVIN' AT ALL! YOU'D BE A **REAL EASY** TARGET!

MY-- YOU'RE A **REGULAR AMMO EINSTEIN!** AND HERE I THOUGHT EVERYTHING I SAID...

...WENT RIGHT OVER YOUR **HEAD!**

HEY! YOU'RE NOT GETTIN' AWAY FROM ME **THAT EASILY!**

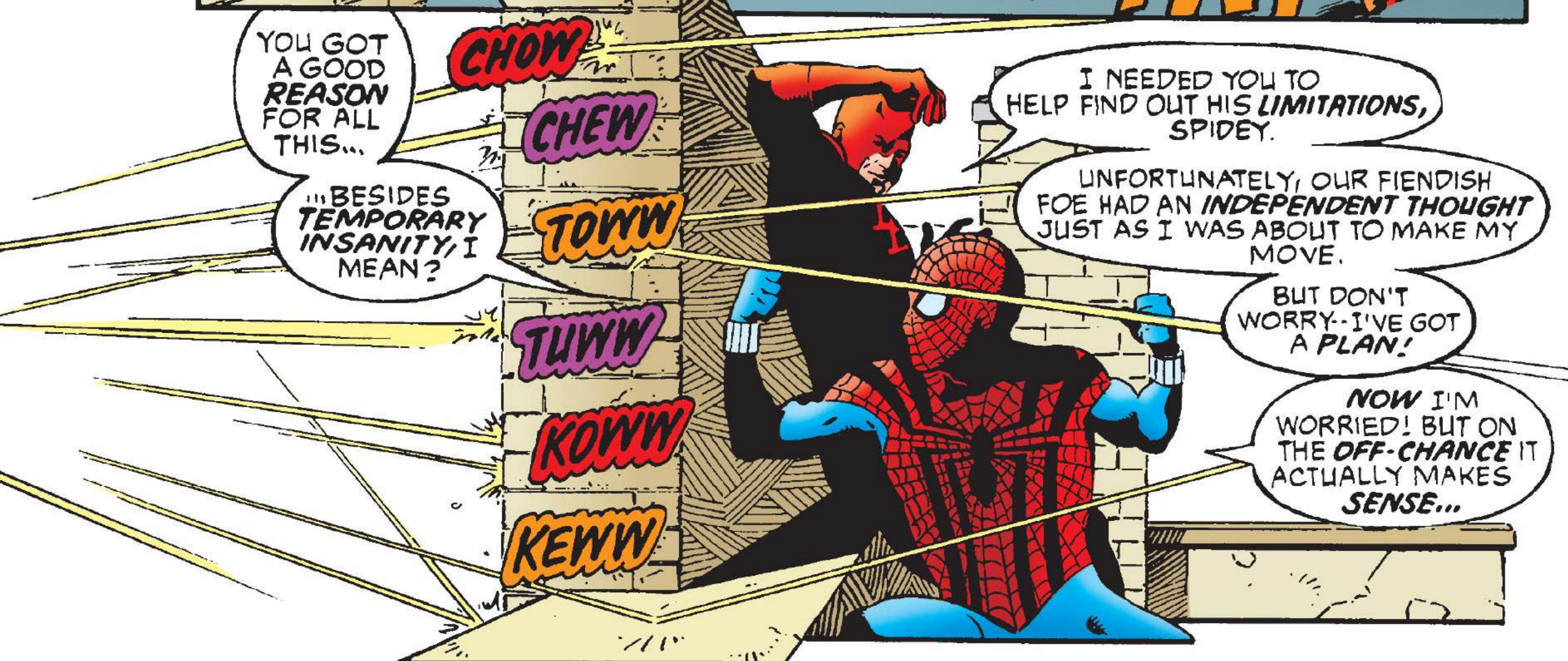


OH

YES

I AM!

BRATAHITATATAT



YOU GOT A **GOOD REASON** FOR ALL THIS...

...**BESIDES TEMPORARY INSANITY,** I MEAN?

CHOW

CHEW

TOWW

TUWW

KOWW

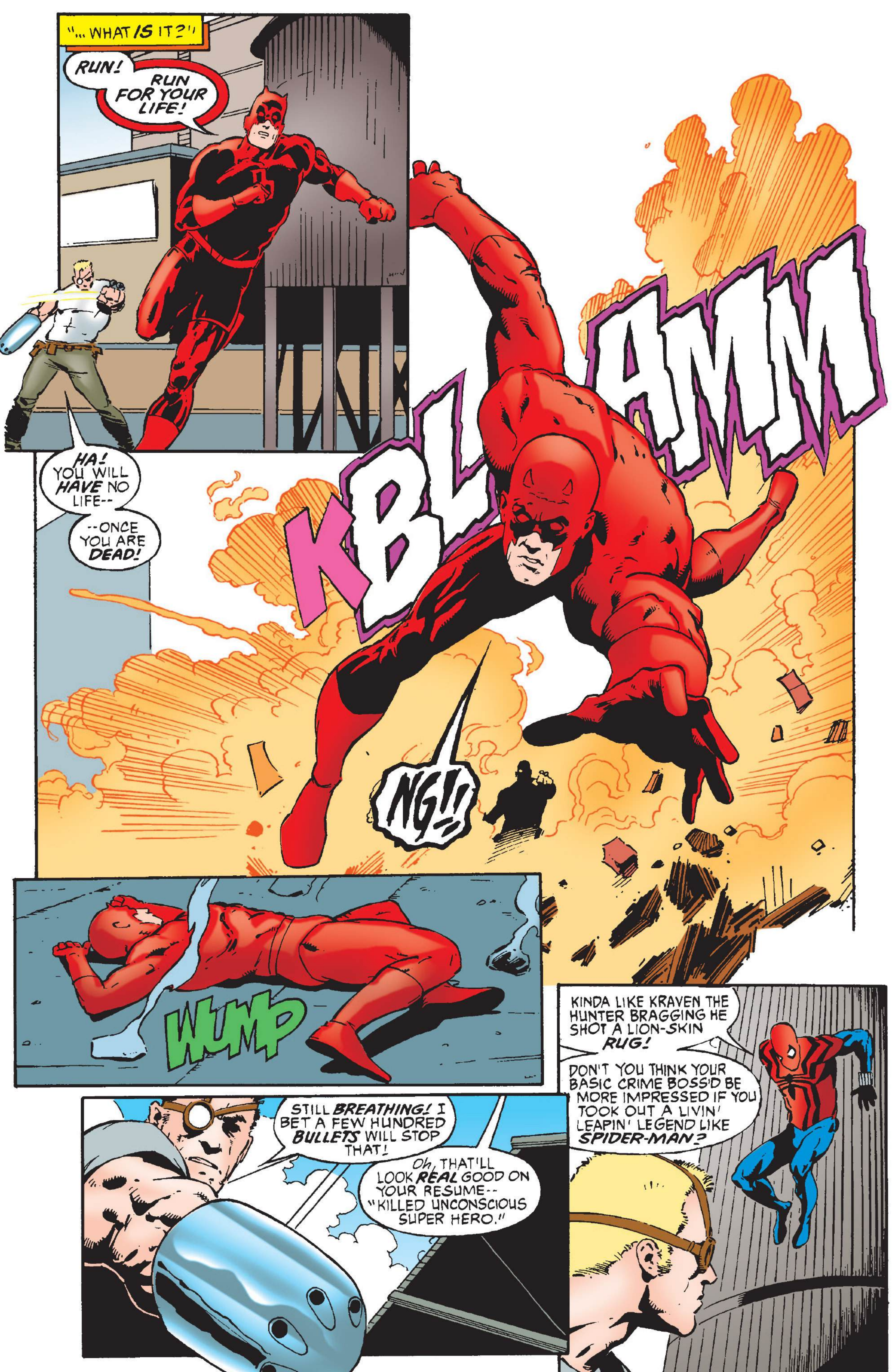
KEWW

I NEEDED YOU TO HELP FIND OUT HIS **LIMITATIONS,** SPIDEY.

UNFORTUNATELY, OUR FIENDISH FOE HAD AN **INDEPENDENT THOUGHT** JUST AS I WAS ABOUT TO MAKE MY MOVE.

BUT DON'T WORRY-- I'VE GOT A **PLAN!**

NOW I'M WORRIED! BUT ON THE **OFF-CHANCE** IT ACTUALLY MAKES **SENSE...**



"... WHAT IS IT?!"

RUN!

RUN
FOR YOUR
LIFE!

HA!
YOU WILL
HAVE NO
LIFE--

--ONCE
YOU ARE
DEAD!

KBO

NG!

WUMP

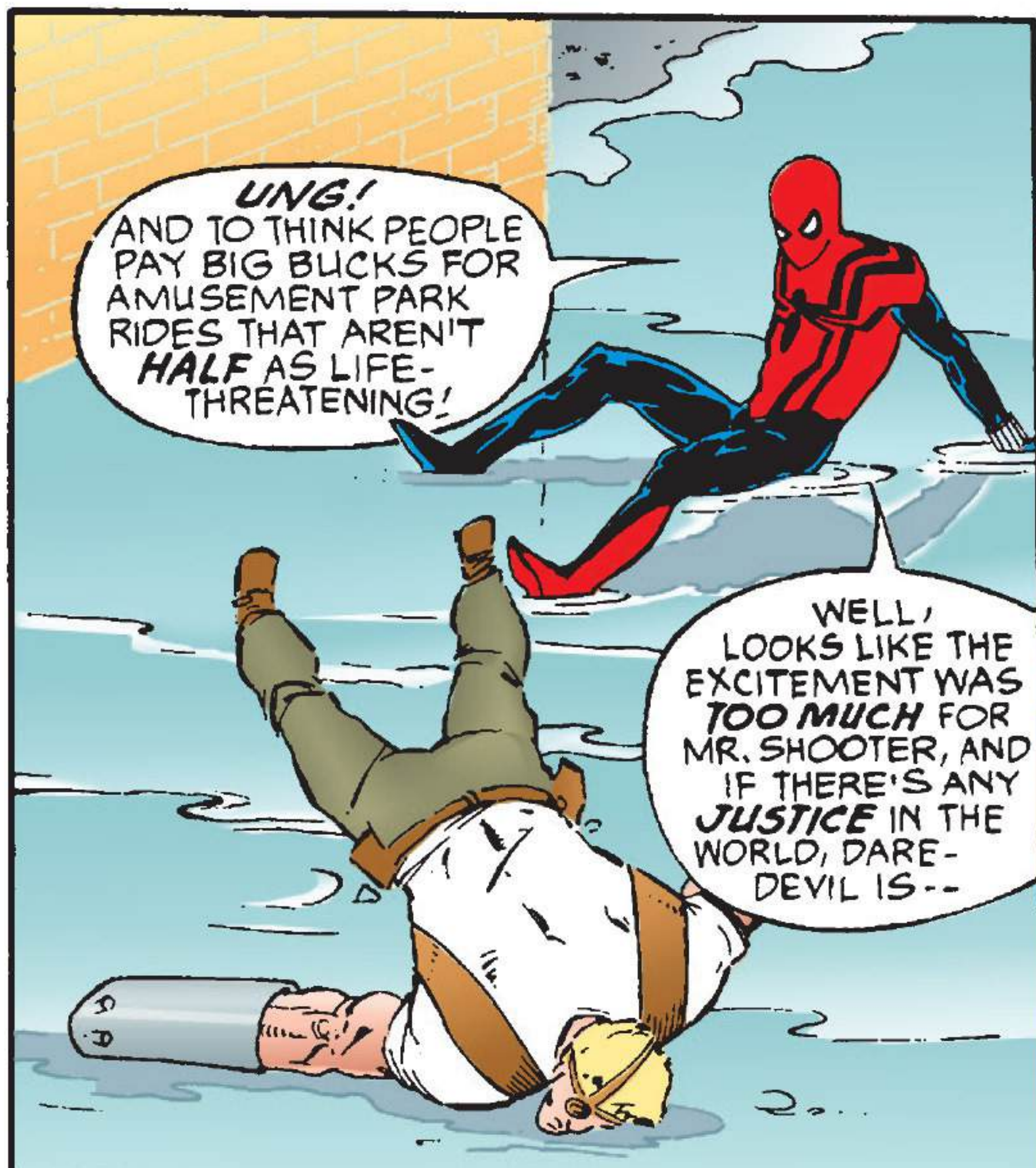
STILL BREATHING! I
BET A FEW HUNDRED
BULLETS WILL STOP
THAT!

Oh, THAT'LL
LOOK **REAL** GOOD ON
YOUR RESUME--
"KILLED UNCONSCIOUS
SUPER HERO."

KINDA LIKE KRAVEN THE
HUNTER BRAGGING HE
SHOT A LION-SKIN
RUG!

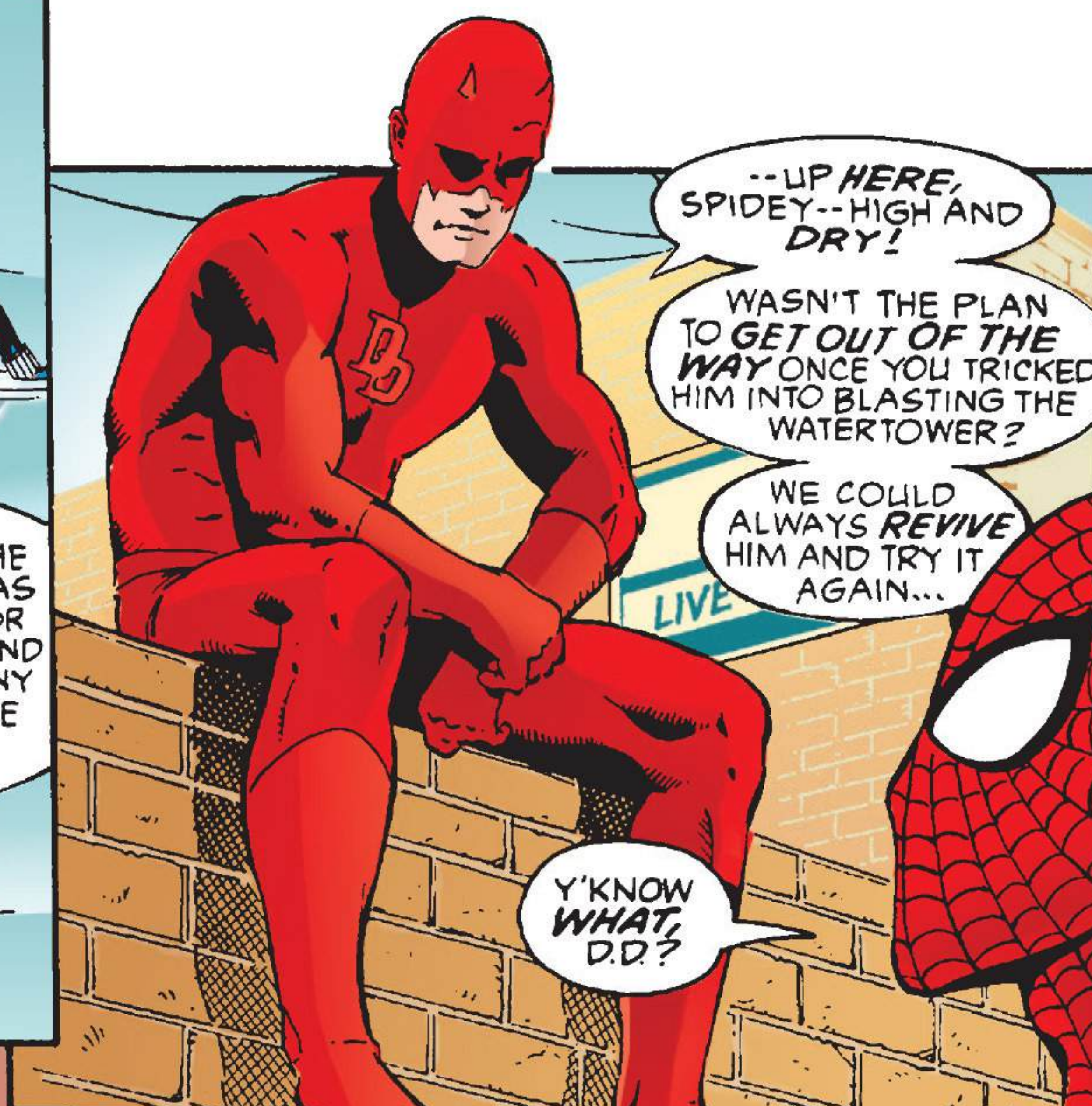
DON'T YOU THINK YOUR
BASIC CRIME BOSS'D BE
MORE IMPRESSED IF YOU
TOOK OUT A LIVIN'
LEAPIN' LEGEND LIKE
SPIDER-MAN?





UNG!
AND TO THINK PEOPLE
PAY BIG BUCKS FOR
AMUSEMENT PARK
RIDES THAT AREN'T
HALF AS LIFE-
THREATENING!

WELL,
LOOKS LIKE THE
EXCITEMENT WAS
TOO MUCH FOR
MR. SHOOTER, AND
IF THERE'S ANY
JUSTICE IN THE
WORLD, DARE-
DEVIL IS--



--UP **HERE**,
SPIDEY--HIGH AND
DRY!

WASN'T THE PLAN
TO **GET OUT OF THE**
WAY ONCE YOU TRICKED
HIM INTO BLASTING THE
WATERTOWER?

WE COULD
ALWAYS **REVIVE**
HIM AND TRY IT
AGAIN...

Y'KNOW
WHAT,
D.D.?



YOU'RE
DESPICABLE!



Hmmm...
"THE **DESPICABLE**
DAREDEVIL"--ALWAYS
WANTED AN
ADJECTIVE FOR
MY NAME!

AND **SOMEONE'S**
ALREADY TAKEN ALL THE
GOOD ONES LIKE "AMAZING",
"SPECTACULAR",
"SENSATIONAL"...

LISTEN... IF IT MAKES
YOU **FEEL BETTER**, I KNEW
YOUR **SPIDER-SPEED** WOULD
KEEP YOU **AHEAD** OF THOSE
BULLETS.

AND IF
IT DIDN'T... WELL,
SPIDERS HAVE
EIGHT **LIVES**,
RIGHT?

EIGHT
LEGS! SPIDERS
HAVE EIGHT **LEGS**--
ONE LIFE!



Y'KNOW, IF I HAD
ANY SENSE, I'D **HIDE** EVERY
TIME I SAW YOU! IT'D MAKE
MY LIFE A **WHOLE** LOT
EASIER!

'COURSE, THEN **YOU**
NEVER WOULD'VE BEEN ABLE
TO DISTRACT THE **SHOOTER**.

AND **YOU**
WOULD'VE MISSED
ONE GREAT **CHILI-**
DOG!

COME TO THINK
OF IT-- THAT'S HOW
YOU KNOW I'M A
TRUE FRIEND, SPIDEY.
I SHARE THE **GOOD**
TIMES...

"...AND THE BAD."

PLEASE--
WITH WHAT I'M
PAYING YOU, YOU
CAN AFFORD ANY-
THING EXCEPT
EXCUSES!

MY
NEW LAW
OFFICE *WILL*
BE OPEN AND
READY FOR
BUSINESS
WITHIN THE
WEEK...

... OR THE
FIRST LAWSUIT I
FILE IN THIS STATE
MAY WELL BE AGAINST
YOUR COMPANY,
GENTLEMEN!

CONSIDER THIS
ROSALIND SHARPE'S
LITTLE *PEP TALK* TO
GIVE YOU THE *PROPER*
MOTIVATION.

EXCUSE ME--
MS. SHARPE?

IS
MS. SHARPE
HERE?

MS. SHARPE?

THAT'S STRANGE
I COULD'VE *SWORN*
I HEARD HER VOICE
WHILE I WAS IN THE
ELEVATOR AND I CAN
STILL SMELL HER
PERFUME...



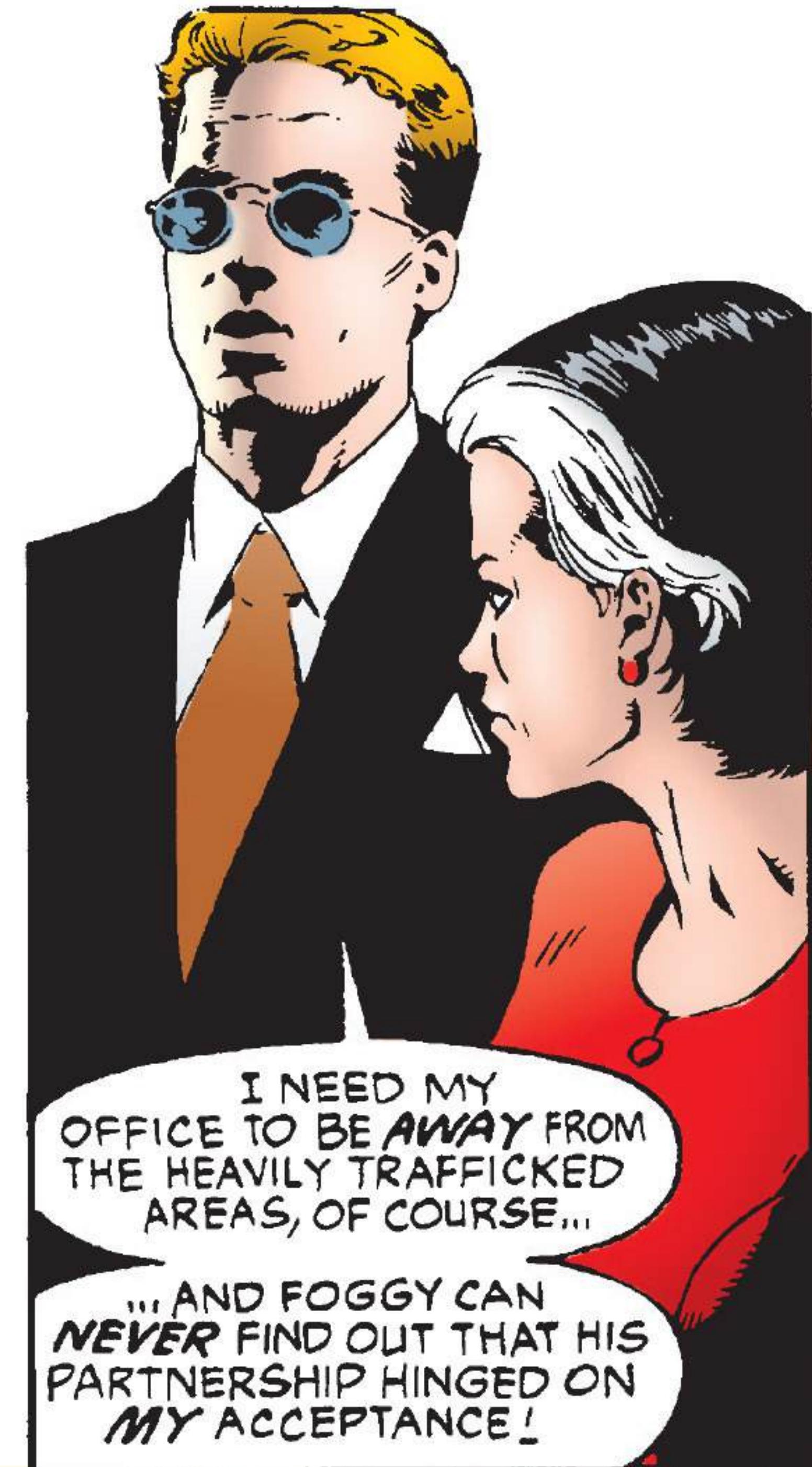
Oh--MATTHEW!
I'M AFRAID I WAS
STUDYING SOME
BLUEPRINTS AND
DIDN'T HEAR YOU
COME IN!

WHAT
BRINGS YOU BY?
GOOD NEWS, I
HOPE.



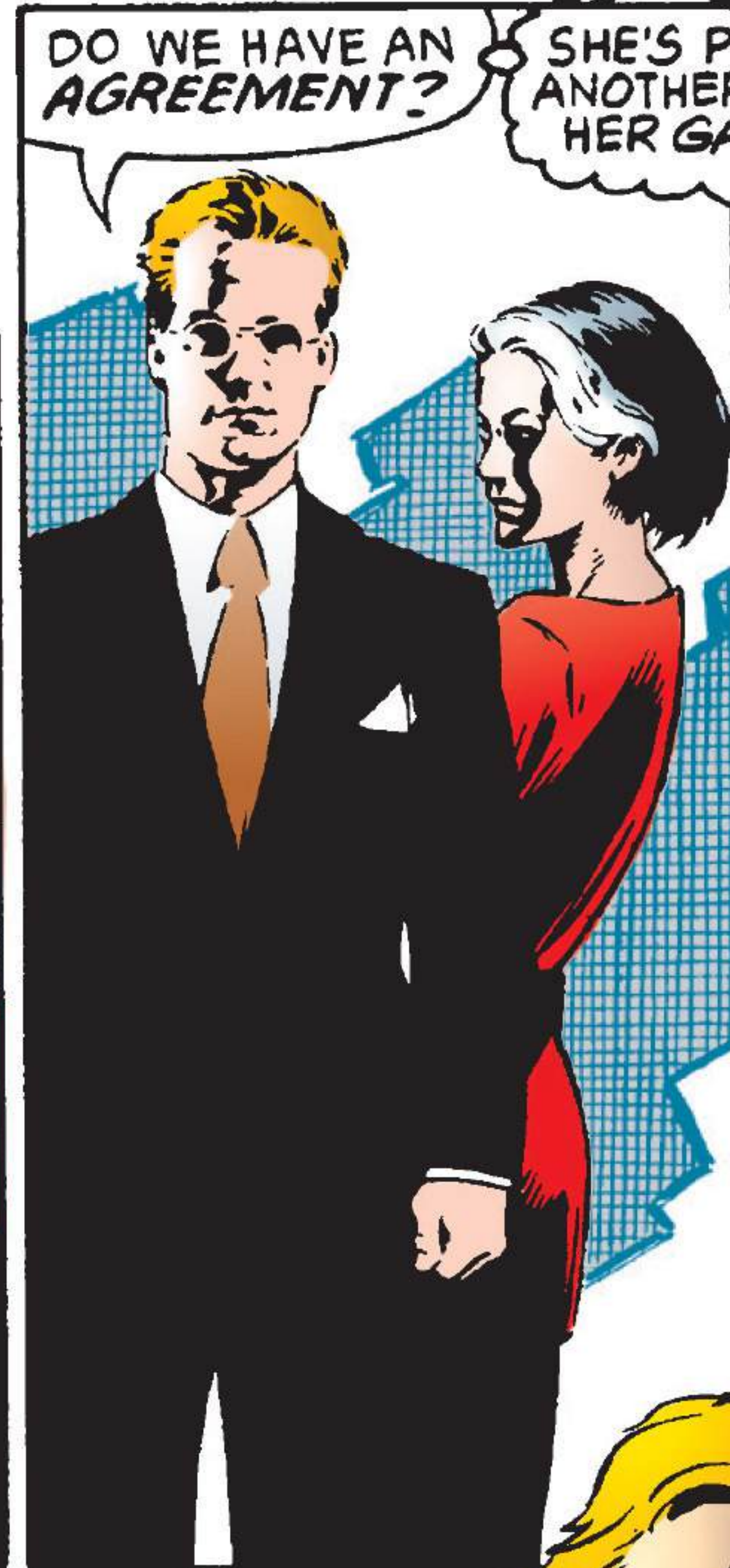
I THINK YOU COULD
SAY THAT.

I'VE DECIDED TO **ACCEPT**
YOUR OFFER, MS. SHARPE--
FOGGY AND I WILL **JOIN**
YOUR FIRM.



I NEED MY
OFFICE TO BE **AWAY** FROM
THE HEAVILY TRAFFICKED
AREAS, OF COURSE...

... AND FOGGY CAN
NEVER FIND OUT THAT HIS
PARTNERSHIP HINGED ON
MY ACCEPTANCE!



DO WE HAVE AN
AGREEMENT?

SHE'S PLAYING
ANOTHER ONE OF
HER GAMES.

TOO BAD
SHE DOESN'T
KNOW ABOUT
MY **RADAR**
SENSE.

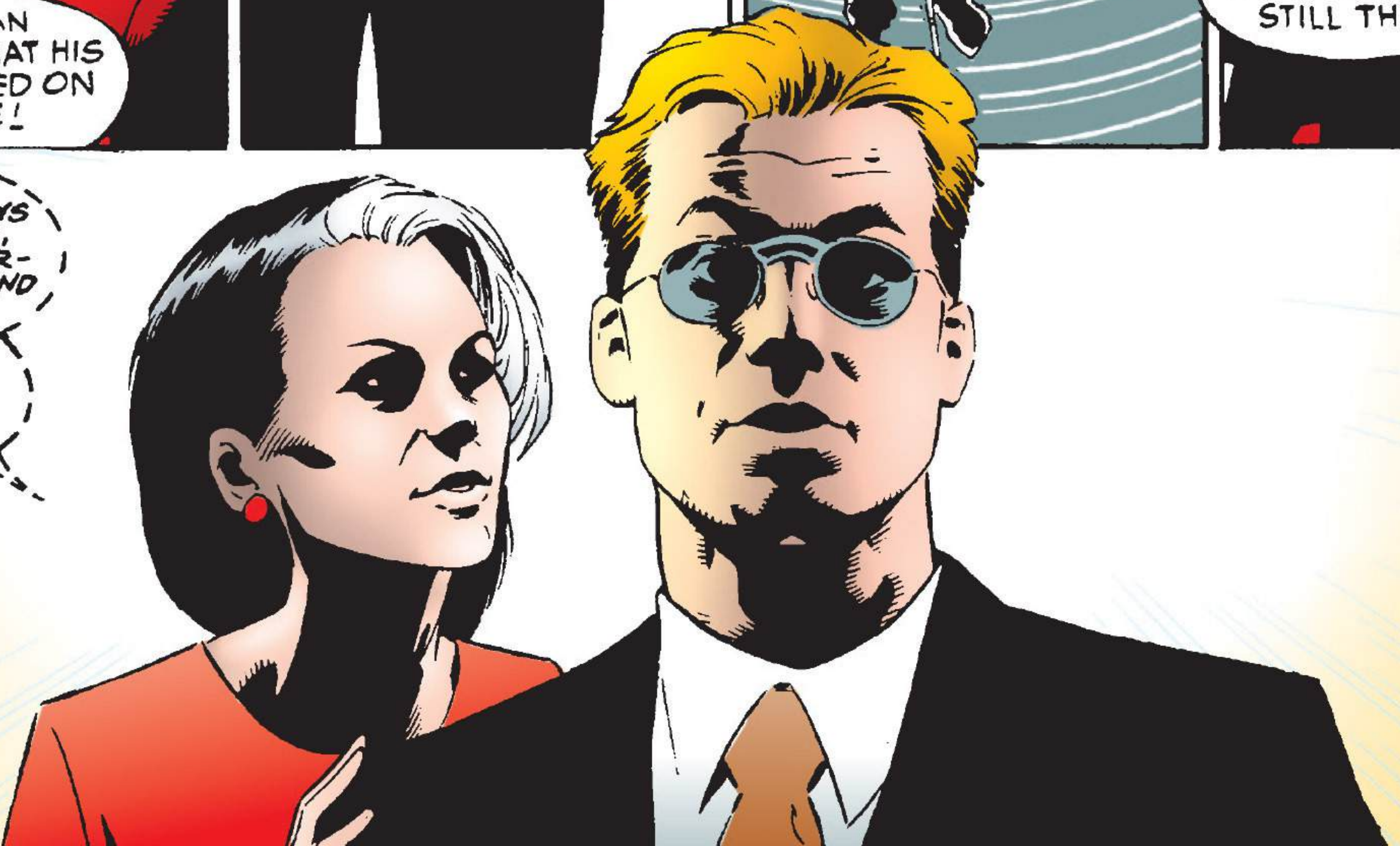


MS. SHARPE?

MS. SHARPE,
I **KNOW** YOU'RE
STILL THERE.

I'LL ALWAYS
BE THERE,
COUNSELOR--
RIGHT **BEHIND**
YOU!

WELCOME
TO THE
FIRM!





YOU MADE THE RIGHT CHOICE, MATTHEW.

YOU'RE ONE OF THE **BEST** LAWYERS I'VE EVER SEEN... BUT YOU MORE THAN ANYONE NEED SOMEONE TO WATCH YOUR BACK...

...SOMEONE A LITTLE MORE **CAPABLE** THAN FRANKLIN NELSON.

REMEMBER--THE LAW CAN BE A **VICIOUS** BUSINESS IF YOU GET ON THE **WRONG** SIDE OF CERTAIN PEOPLE.



I KNOW **EXACTLY** WHAT YOU MEAN, MS. SHARPE. THANKS FOR THE ADVICE.

NOW IF YOU'LL **EXCUSE** ME...

OH!!

WHACK



I'M SORRY, MS. SHARPE. MUST'VE **MISJUDGED** WHERE YOU WERE STANDING.

MAYBE YOU SHOULD LEARN TO STAY OUT OF MY **WAY**.

DON'T WORRY, MR. MURDOCK.

REST ASSURED I'LL **NEVER** FORGET THIS LITTLE LESSON!

OH, ONE LAST THING...

PERHAPS I ACTED A BIT **PREMATURELY**, BUT WITH THE **STRONG** FEELING YOU **WOULD** ACCEPT MY OFFER...

...I TOOK THE LIBERTY OF RECRUITING YOUR **FIRST CLIENT** AS A **JUNIOR PARTNER** IN THE FIRM OF SHARPE, NELSON AND MURDOCK.



I'M SURE YOU'VE **HEARD** OF HIM. HE'S BEEN IN **ALL** THE HEADLINES RECENTLY...



--WANT TO SEE
MY LAWYER AND
I WANT HIM HERE
NOW!

I WAS
TOLD HE'D GET ME
ACQUITTED OF ALL
CHARGES!

I WAS
PROMISED THAT
MATTHEW MYRDOCK
COULD CONVINCE ANY
JURY THAT HYDE WAS
INNOCENT OF
MURDER!

CONTINUED !



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SPIDER-MAN[®]

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APPROVED
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AUTHORITY

SPIDER-MAN

WHO
IS THE
NEW
CRIMELORD
OF NEW
YORK?

JRJR-AN



WHEN WILSON FISK FELL FROM HIS POSITION AS THE KINGPIN OF CRIME, THERE WAS A VOID LEFT BEHIND IN THE NEW YORK UNDERWORLD.

THIS IS THE FACE OF THE MAN DETERMINED TO FILL THAT VOID.

THOSE WHO DARE SPEAK OF HIM AT ALL, SPEAK IN HUSHED, SECRETIVE VOICES AND SIMPLY CALL HIM FORTUNATO.

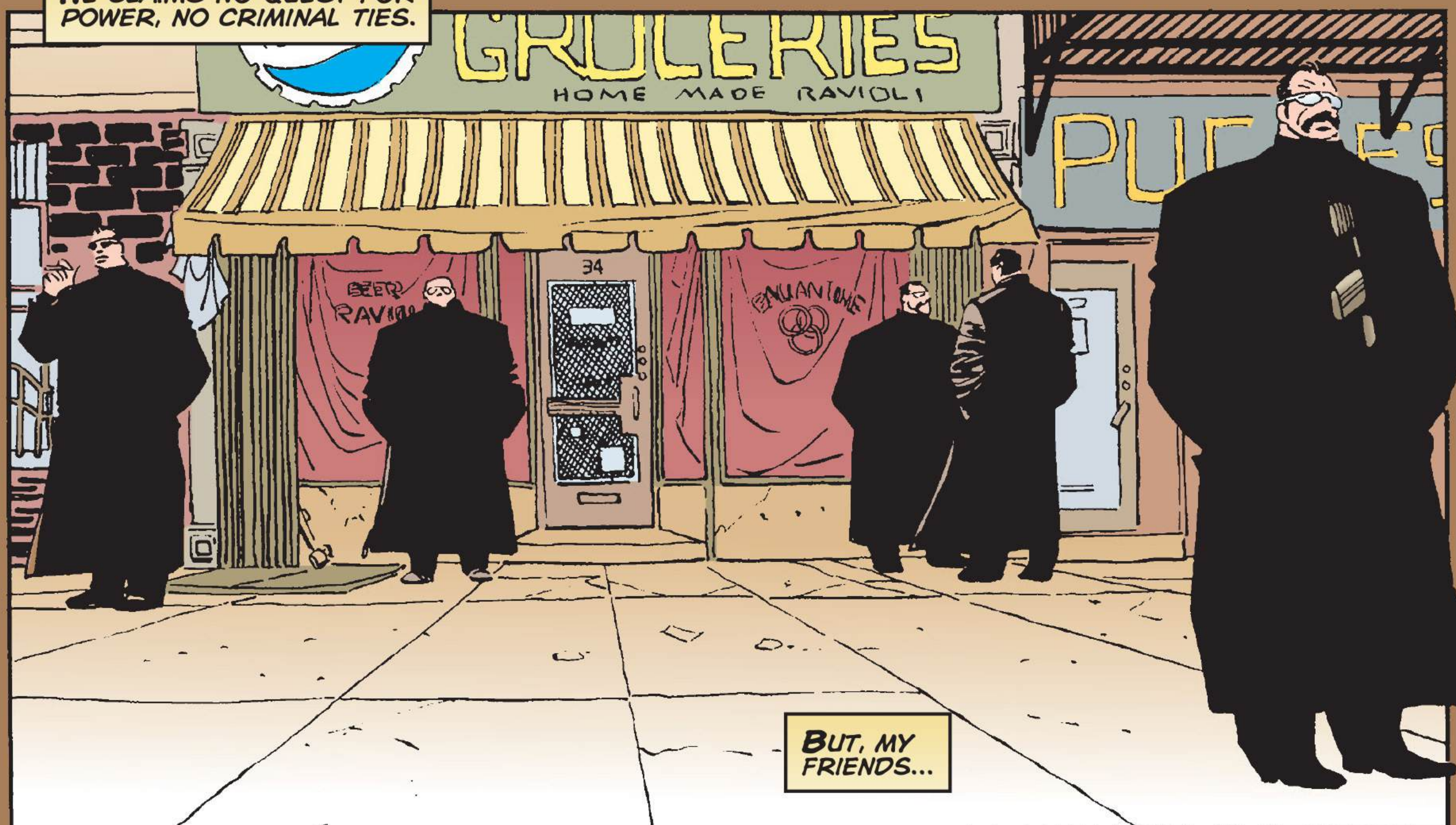
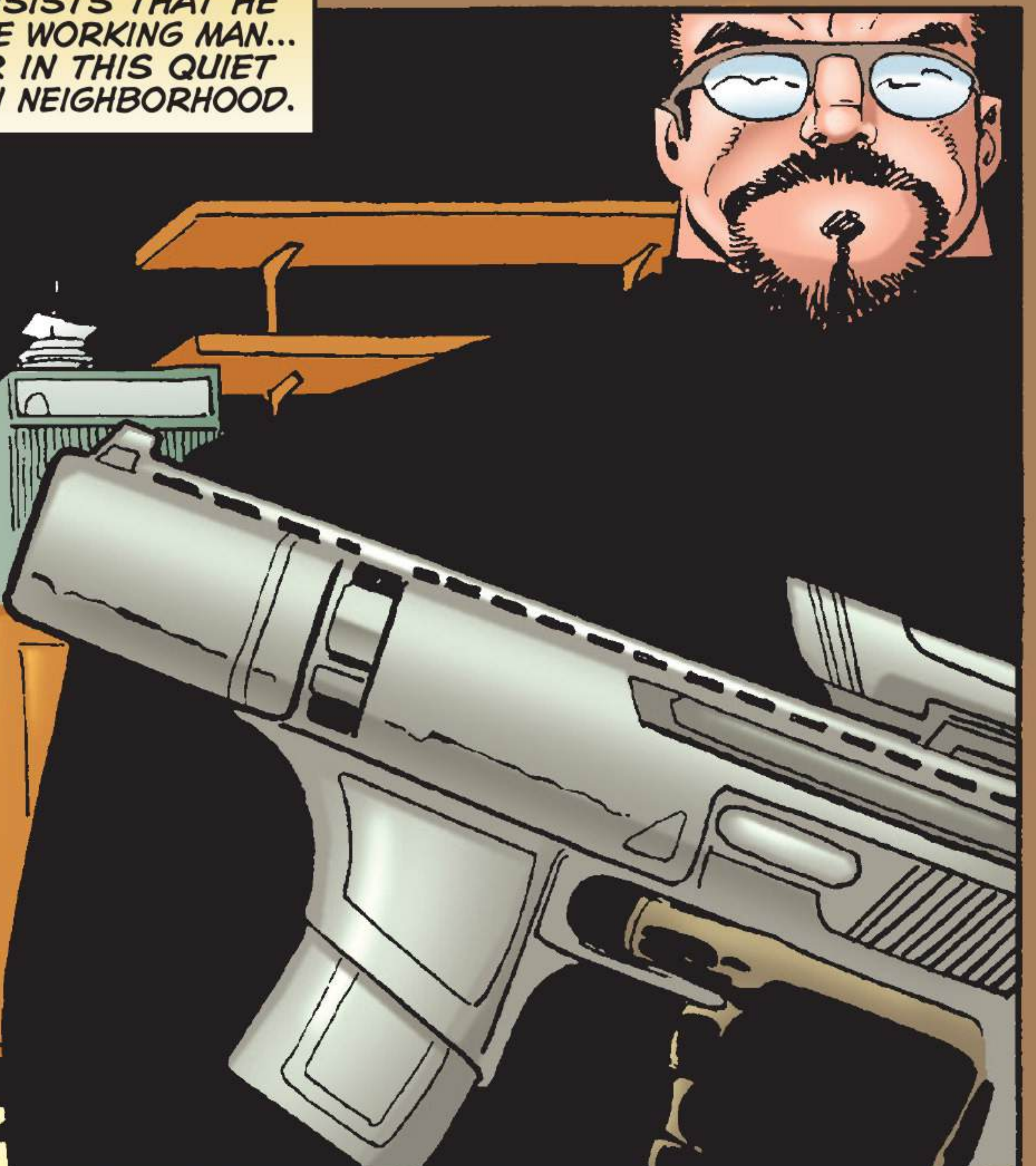
ALL LIVE IN FEAR OF HIS WITHERING GAZE.

BUT HE INSISTS THAT HE IS A SIMPLE WORKING MAN... A GROCER IN THIS QUIET MANHATTAN NEIGHBORHOOD.

FORTUNATO IS CONTENT TO SIT IN HIS STORE, WITH HIS PET WOLF ANGEL AT HIS SIDE, AND WIND DOWN THE FINAL YEARS OF HIS LIFE.



HE CLAIMS NO QUEST FOR POWER, NO CRIMINAL TIES.



BUT, MY FRIENDS...

... HE LIES.

FOR IT IS HERE, UNDER HIS WORKMAN'S GUISE, THAT FORTUNATO OVERSEES THE MOST RUTHLESS CRIME ORGANIZATION TO EVER HIT THE CITY.

HIS ARMY OF STREET SOLDIERS GROWS STRONGER WITH EVERY PASSING DAY.

THE ONCE QUIET FAMILY NEIGHBORHOOD IS UNDERGOING A TRANSFORMATION.

HI-TECH WEAPONS AND MACHINERY FILL THE ROOFTOPS.

CLOAKING DEVICES MASK IT ALL FROM THOSE ABOVE AND BELOW.

THE POLICE DO NOT KNOW OF HIS EXISTENCE.

AND, IF THEY DID, THEY WOULD FIND THEMSELVES OUTMANNEED AND OUTGUNNED.

FORTUNATO'S CONTACTS GO FAR AND WIDE. HE IS PERFORMING A SERVICE FOR A VERY POWERFUL CONSORTIUM.

STAN LEE presents
SPIDER-MAN
in

HIS GIVEN NAME IS PETER PARKER. WHILE IN HIGH SCHOOL, HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF BEN REILLY, AND AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE... FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!

Above It All

JOHN ROMITA, JR. art & story
J&h HOWARD MACKIE

K EVIN colors
TINSLEY

α L WILLIAMSON inks

M ALIBU enhancement

R ALPH editor
MACCHIO

© RICHARD STARKINGS and OMICRAFT lettering

8 OB chief
HARRAS

...ONE WHICH WANTS HIM TO SUCCEED AS THE OVERLORD OF THE NEW YORK CITY CRIME SCENE.

HIS TIME IS COMING.

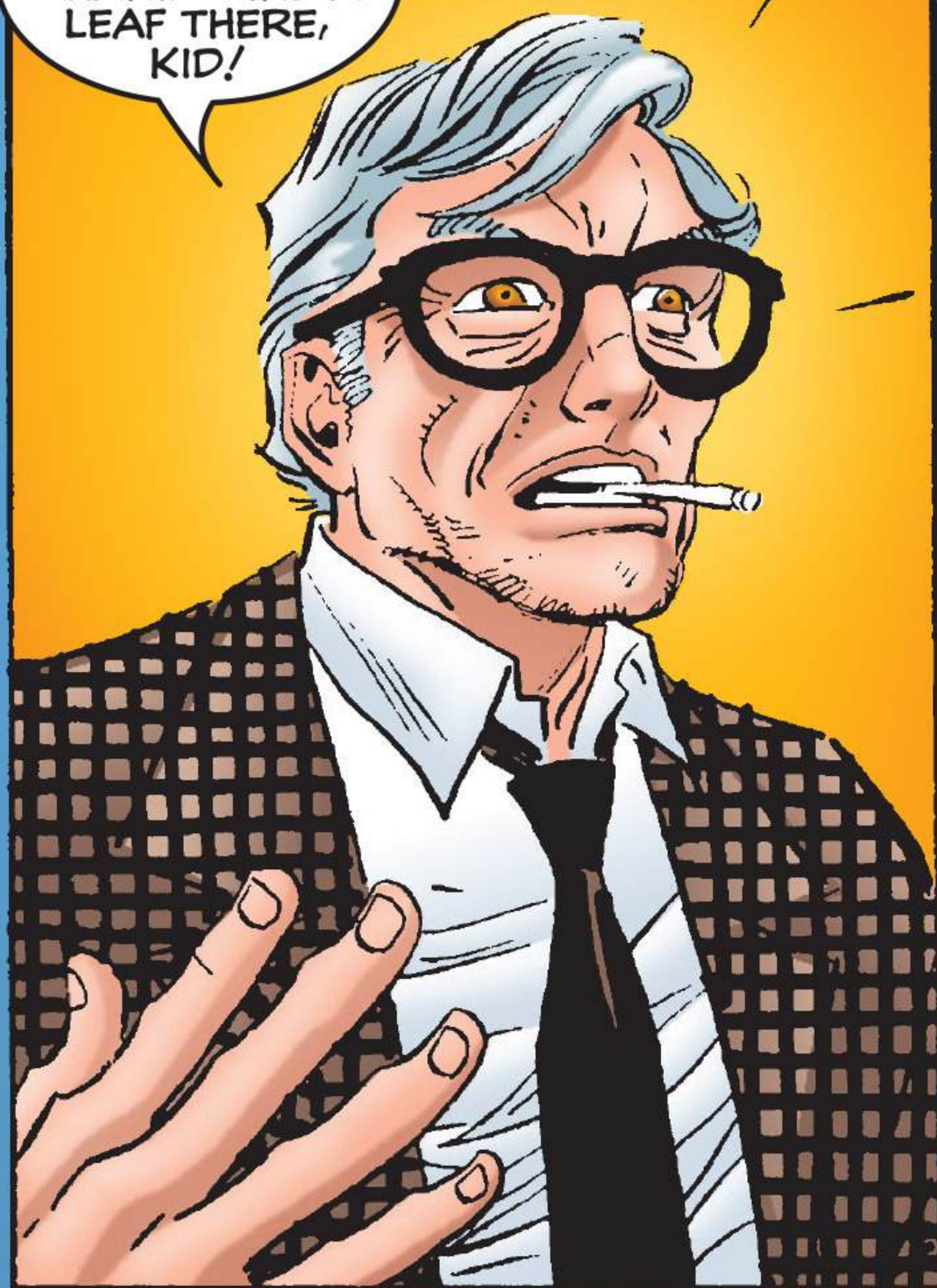
FEAR HIM.



MEANWHILE, ACROSS MILES OF ROOFTOPS, WE FIND BEN URICH AND PETER PARKER, OF THE NEW YORK DAILY BUGLE, IN ANOTHER PART OF THE CITY.

ARE YOU GOING TO JUMP OR NOT, KID?

Oh, c'mon! LOOK AT YOU SHAKIN' LIKE A LEAF THERE, KID!



I'M AN OLD MAN AND I DID IT!

IF I'D KNOWN YOU HAD A THING ABOUT HEIGHTS, I NEVER WOULD HAVE LET YOU COME ALONG ON THIS ASSIGNMENT, PETER!

C'MON AND JUMP ALREADY!

I'M JUST ABOUT...



...READY?



NO, DON'T LOOK DOWN, KID!

TRUST ME, JUST CLOSE YOUR EYES AND JUMP. I'VE DONE THIS A HUNDRED TIMES BEFORE.

DON'T BE SCARED... JUST JUMP.



DON'T BE SCARED...

...JUST JUMP...

I'VE DONE THIS A HUNDRED TIMES BEFORE, TOO.





BUT THAT WAS THEN! BEFORE I LOST MY SPIDER-POWERS.

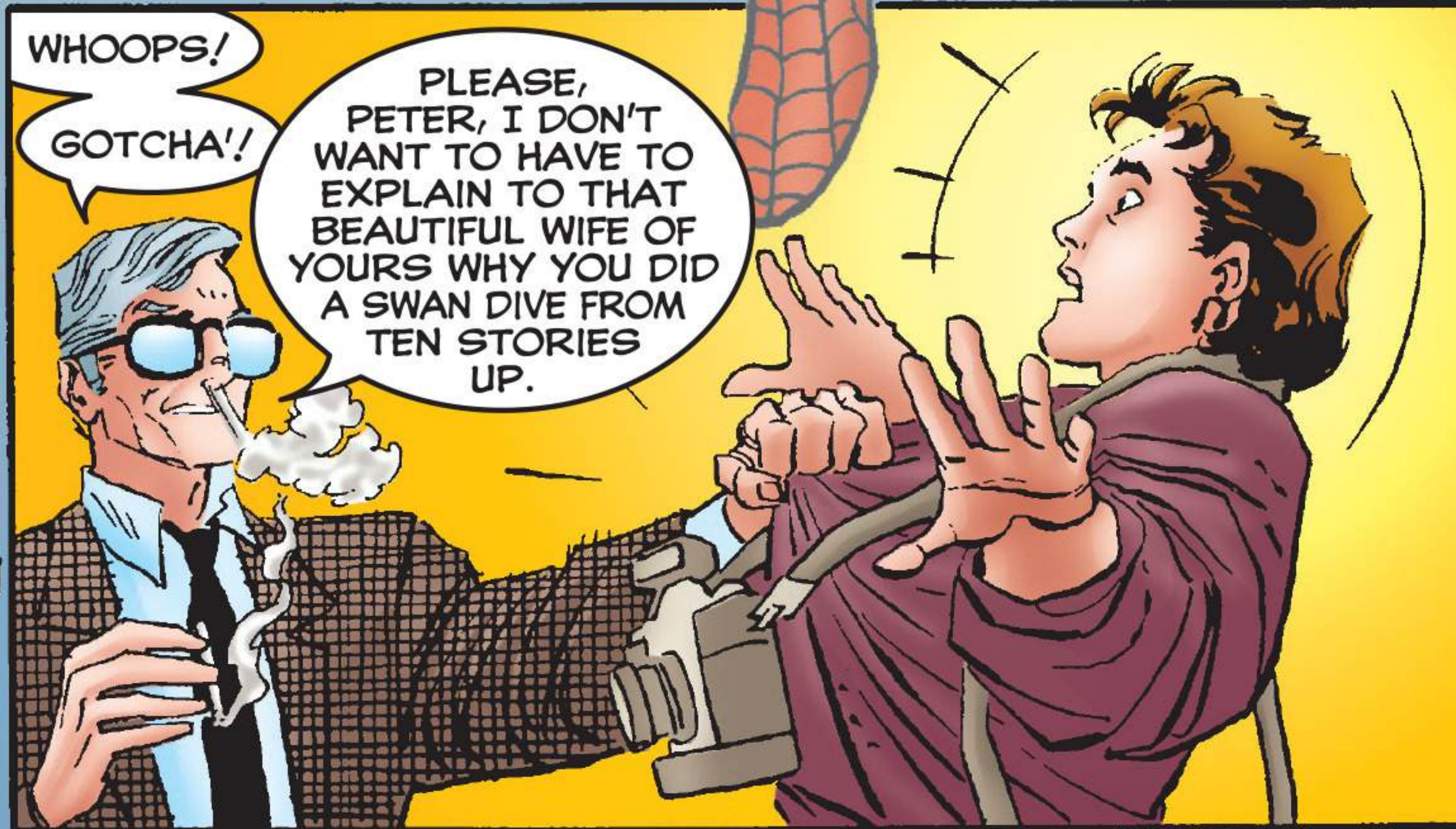
NOW I HAVE TO RELY ON THE SPECTACULAR POWERS OF OLD PUNY PARKER.

SEE SPIDER-MAN: THE FINAL ADVENTURE
-- Final Ralf.



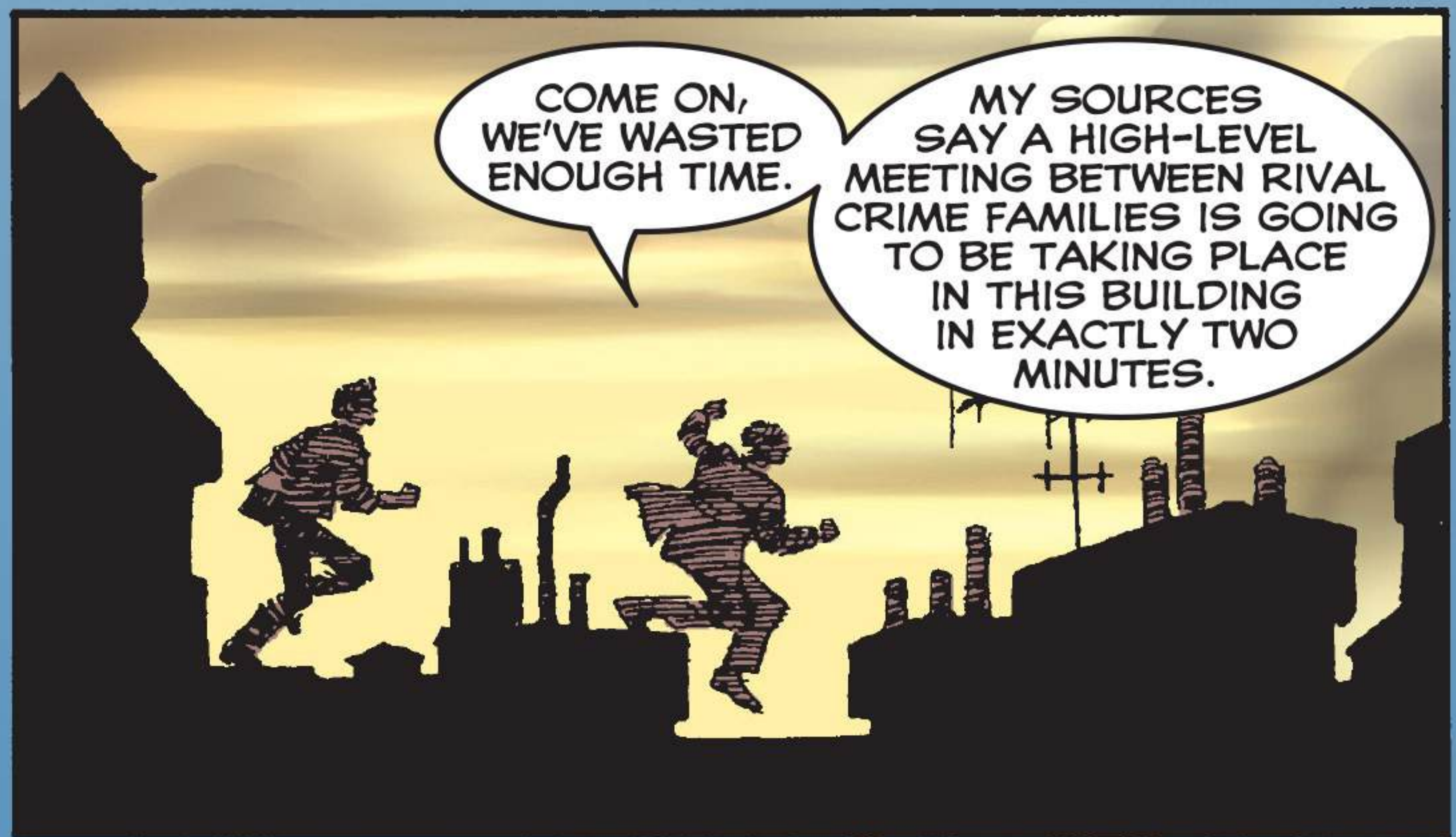
YOU GOT IT, KID. YOU'RE A NATURAL.

STUFF LIKE THIS MAKES ME WISH I'D PAID MORE ATTENTION TO THE WAY GUYS LIKE FLASH THOMPSON DID THE BROAD JUMP BACK IN HIGH SCHOOL.



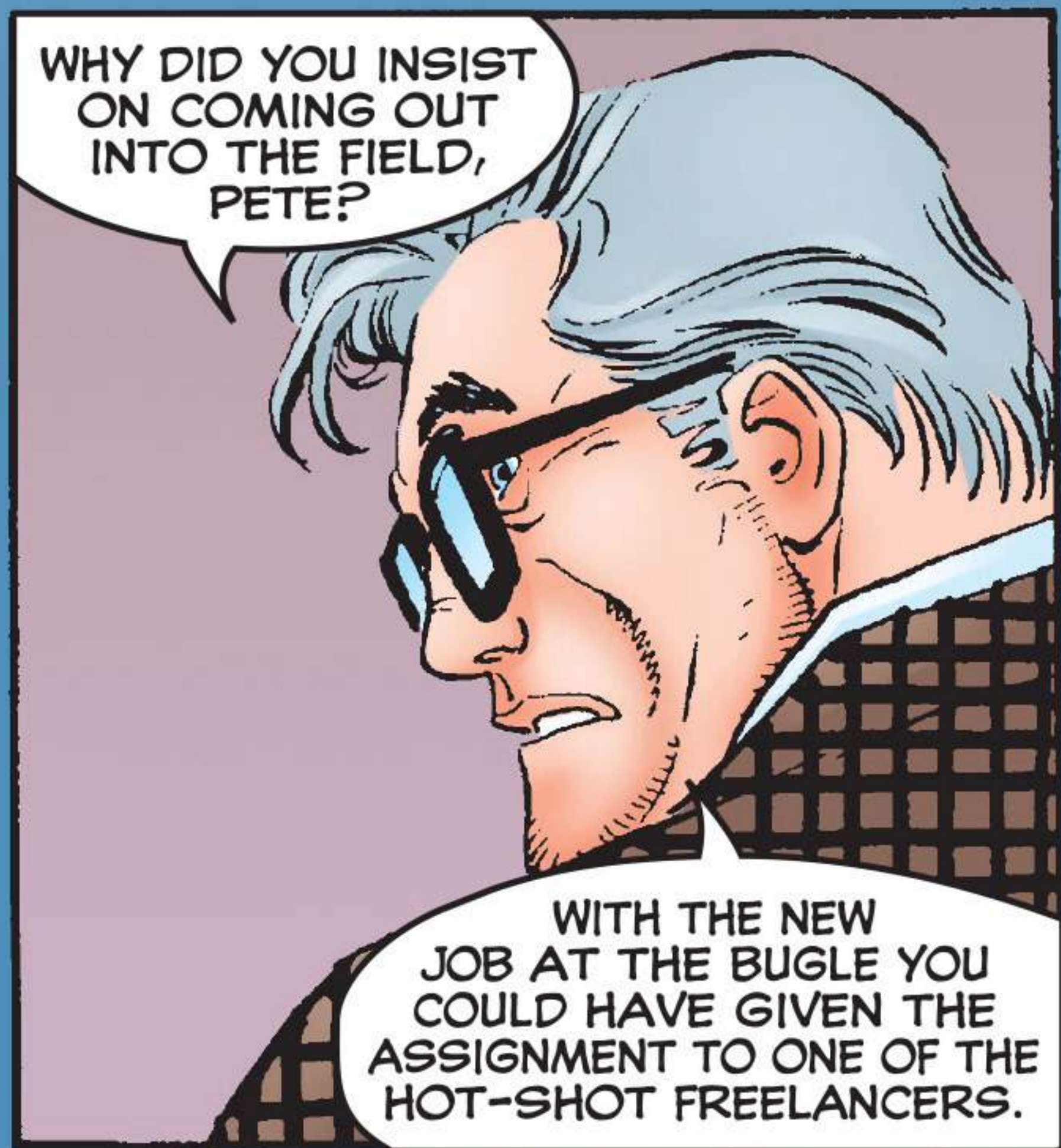
WHOOOPS! GOTCHA!!

PLEASE, PETER, I DON'T WANT TO HAVE TO EXPLAIN TO THAT BEAUTIFUL WIFE OF YOURS WHY YOU DID A SWAN DIVE FROM TEN STORIES UP.



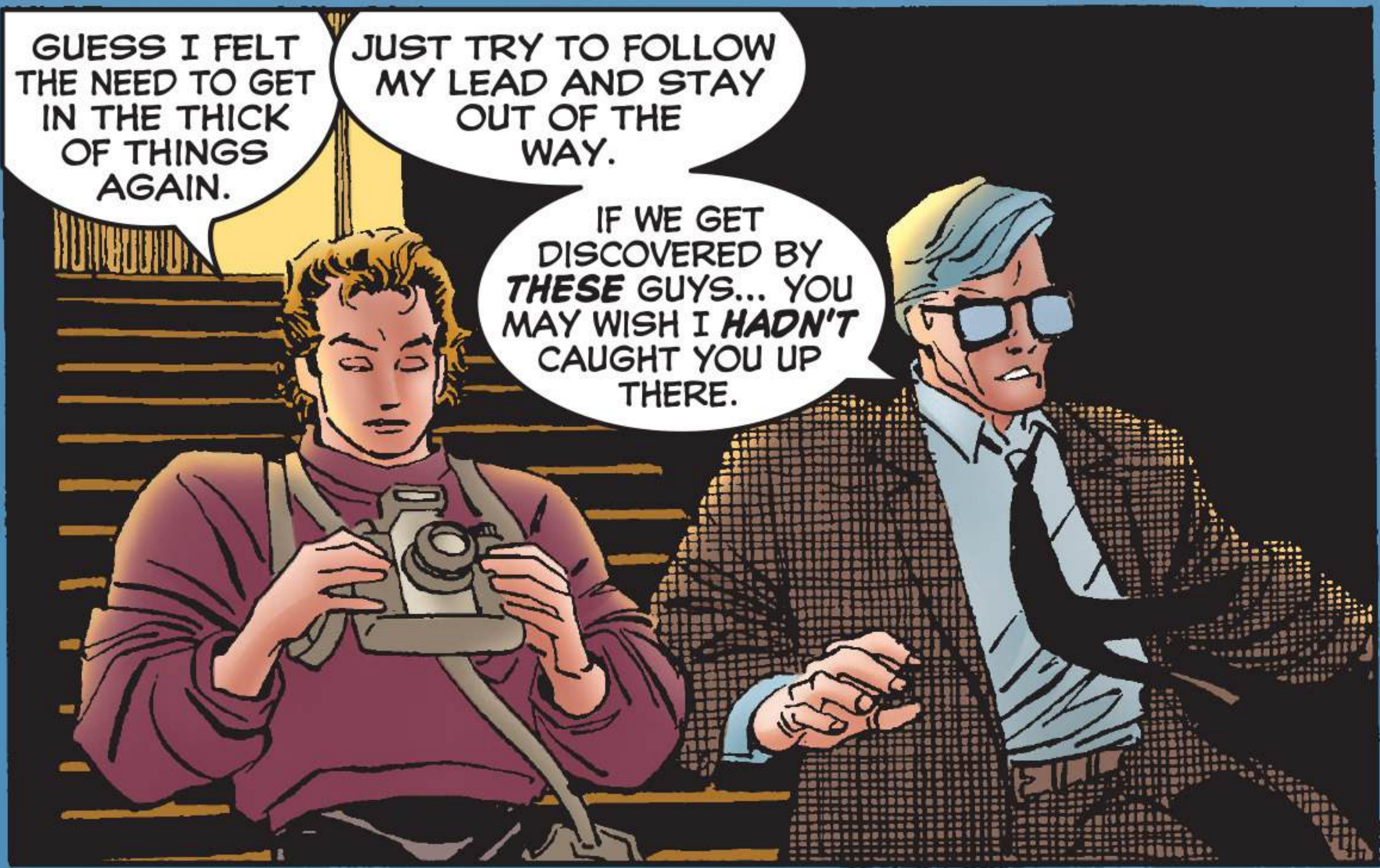
COME ON, WE'VE WASTED ENOUGH TIME.

MY SOURCES SAY A HIGH-LEVEL MEETING BETWEEN RIVAL CRIME FAMILIES IS GOING TO BE TAKING PLACE IN THIS BUILDING IN EXACTLY TWO MINUTES.



WHY DID YOU INSIST ON COMING OUT INTO THE FIELD, PETE?

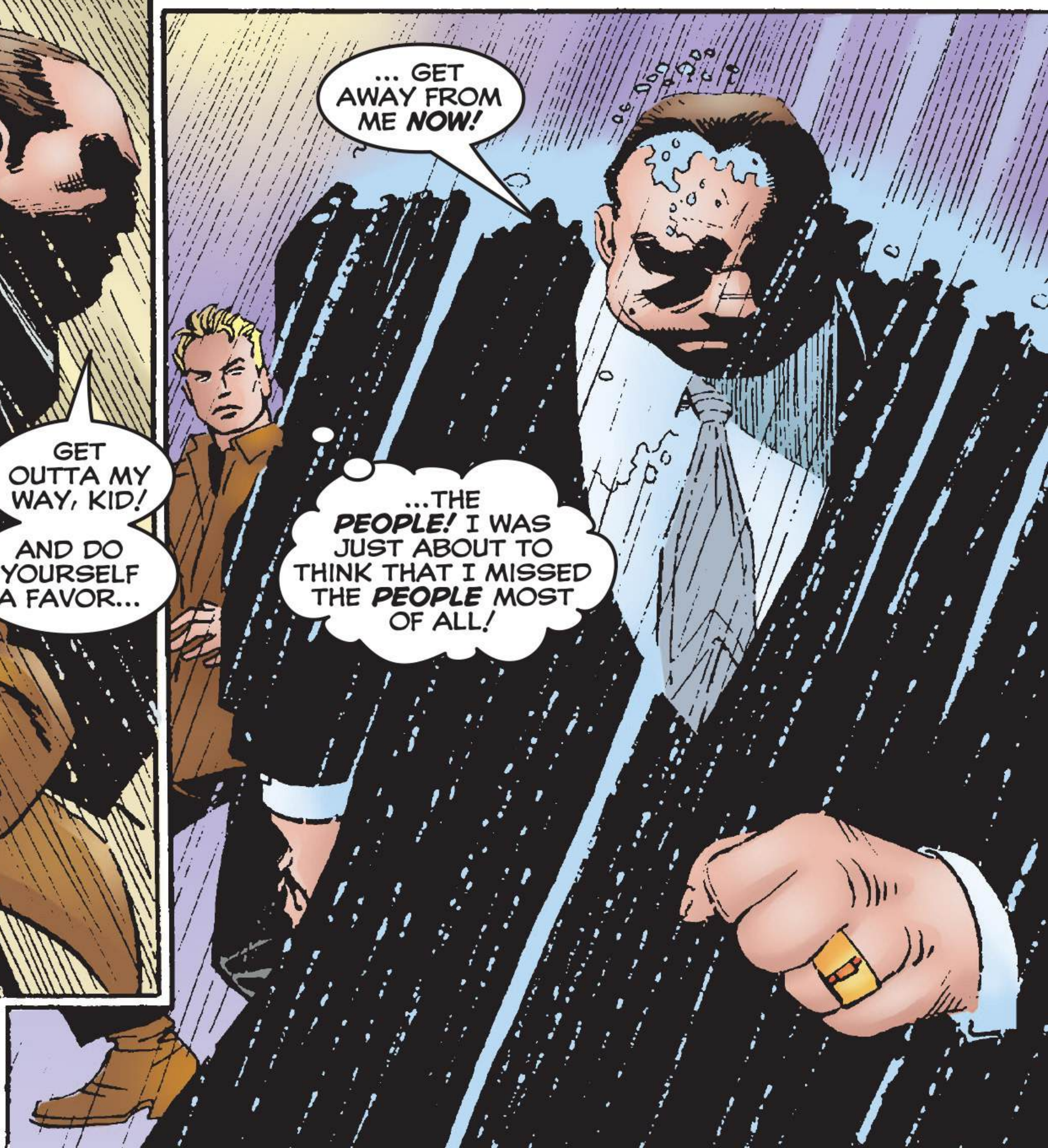
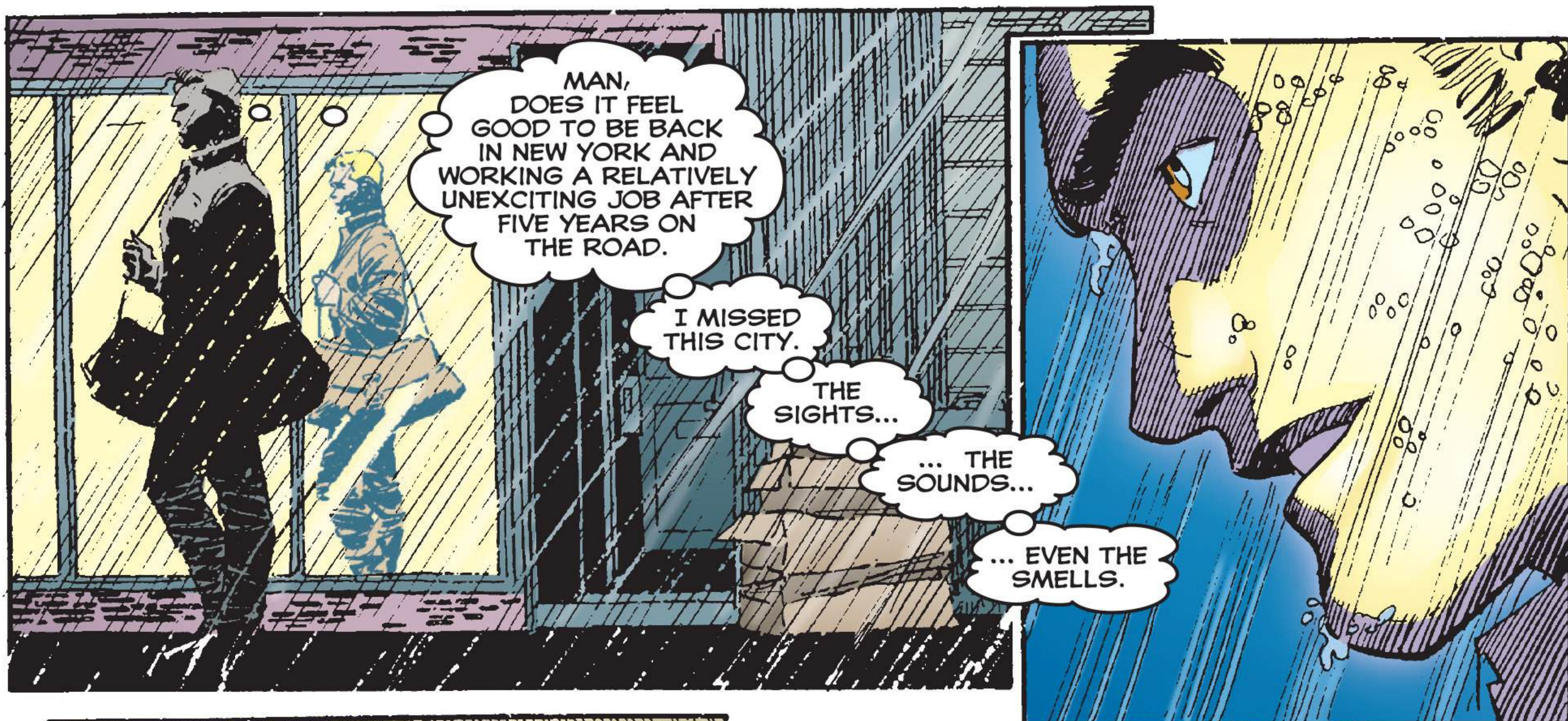
WITH THE NEW JOB AT THE BUGLE YOU COULD HAVE GIVEN THE ASSIGNMENT TO ONE OF THE HOT-SHOT FREELANCERS.

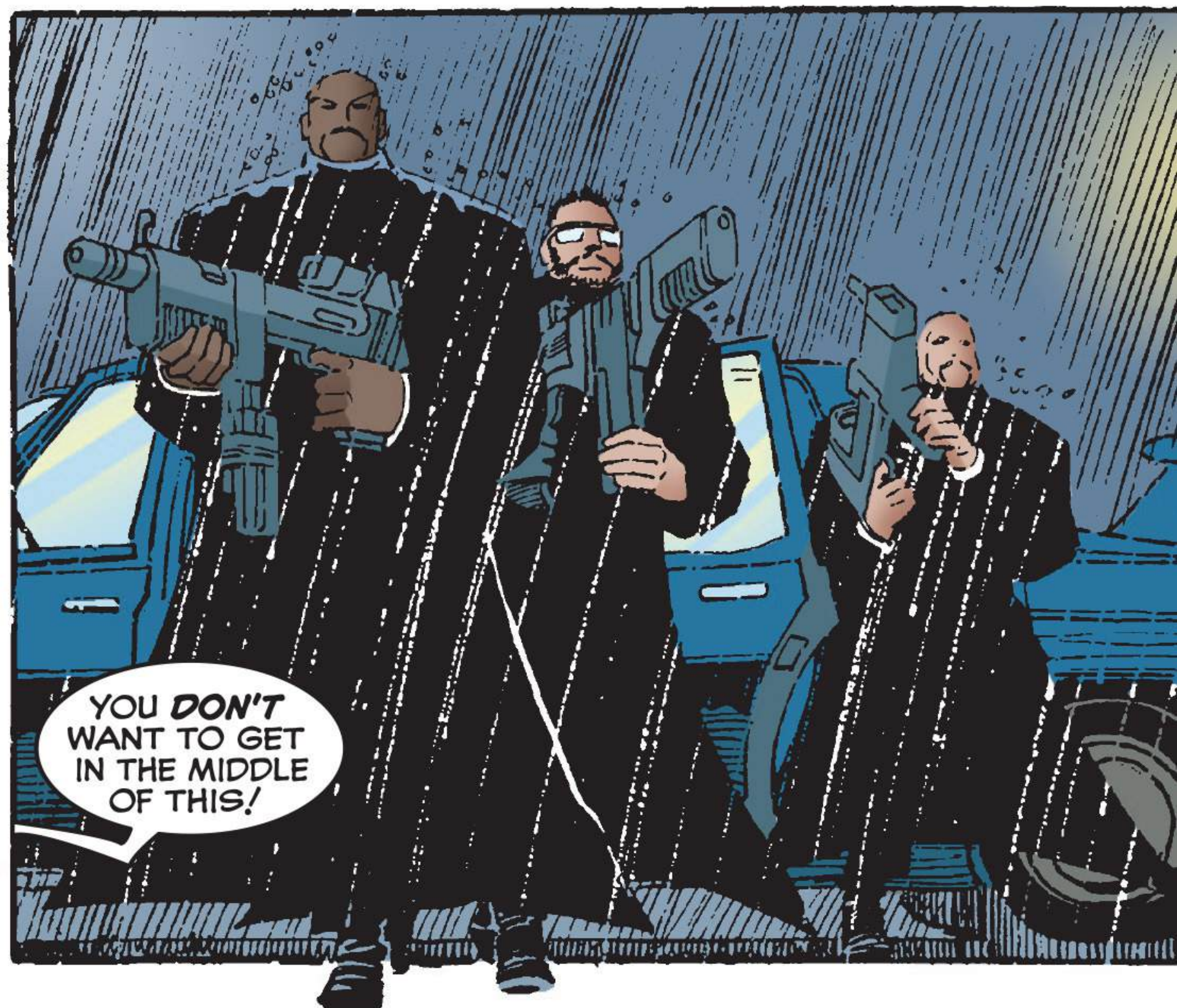
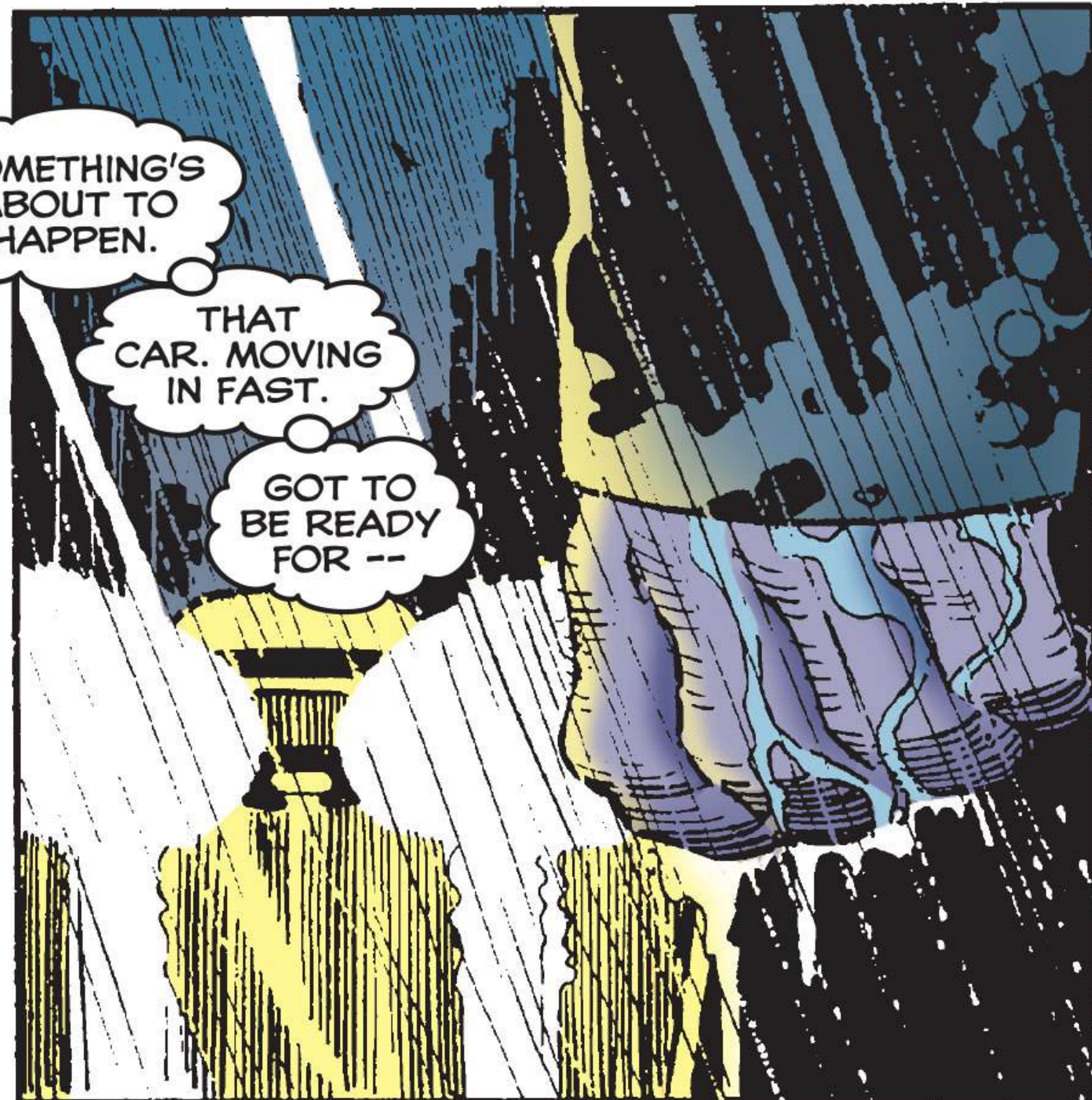


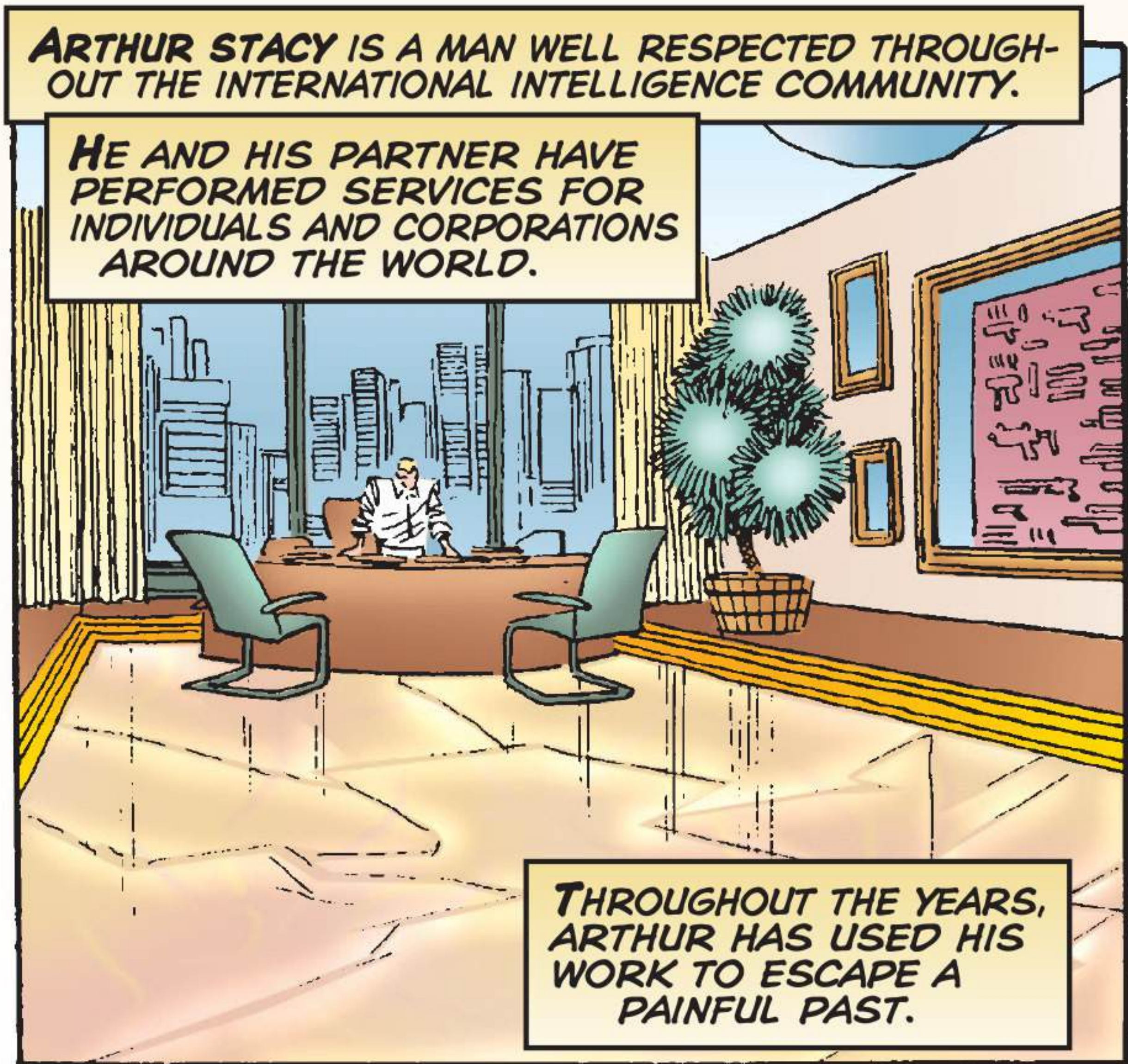
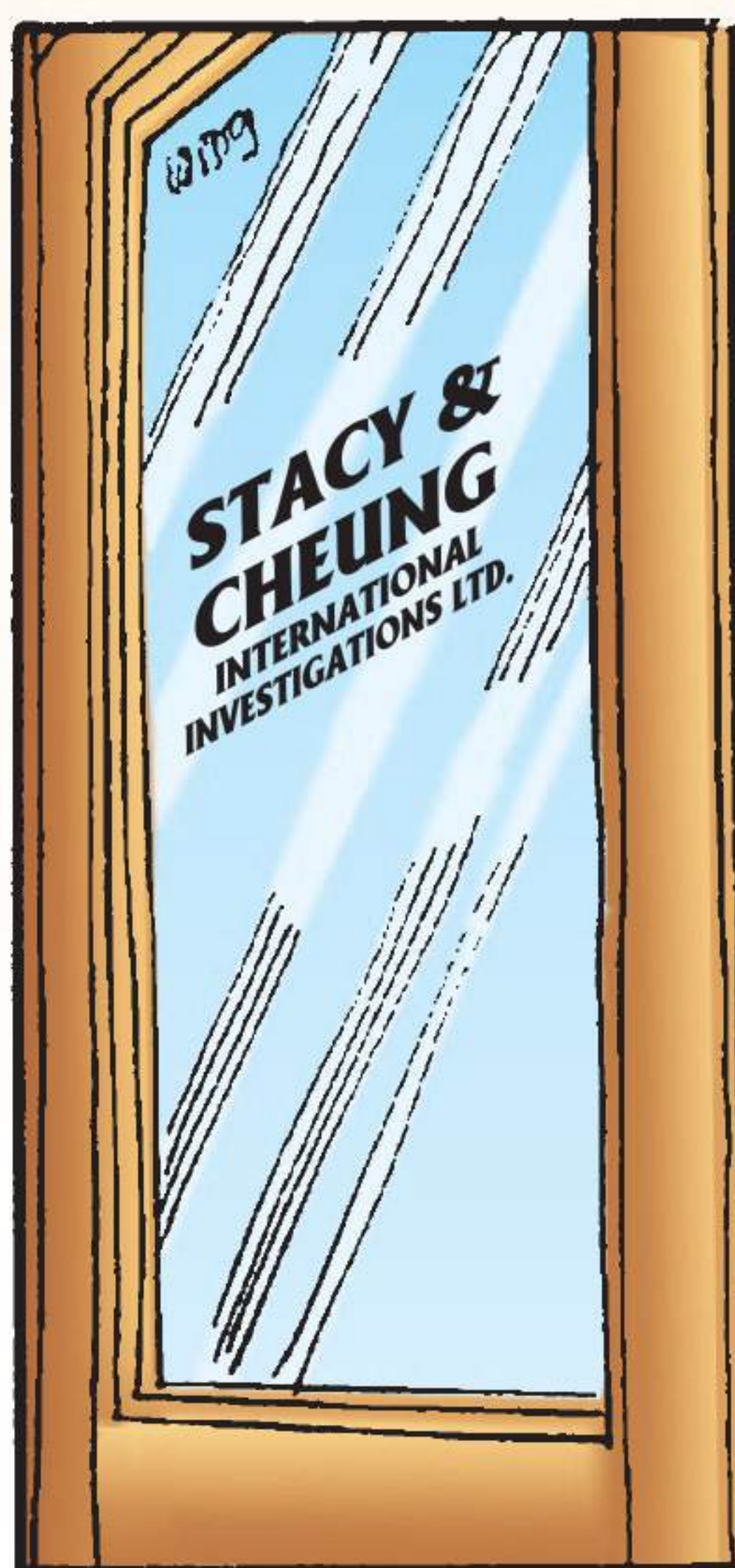
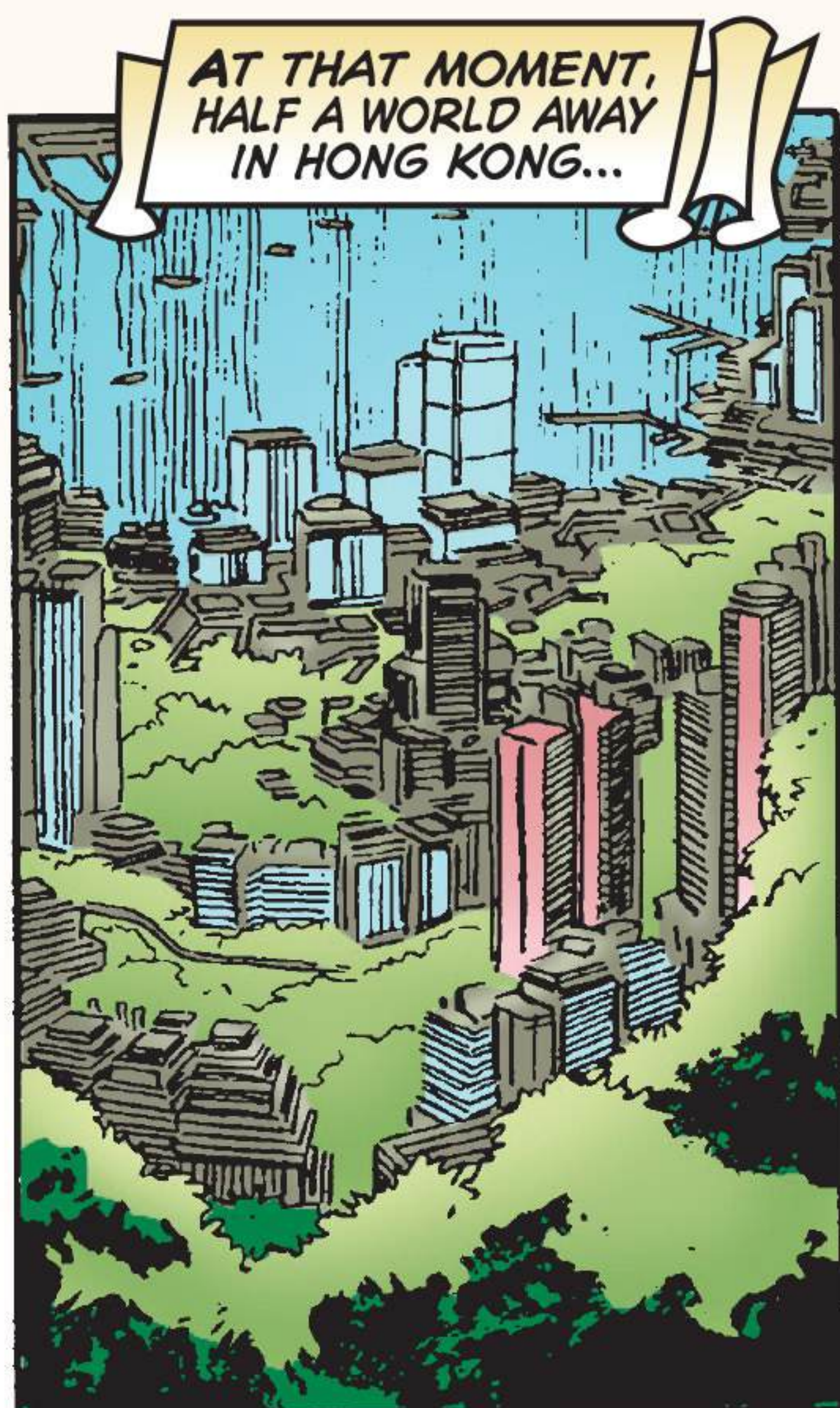
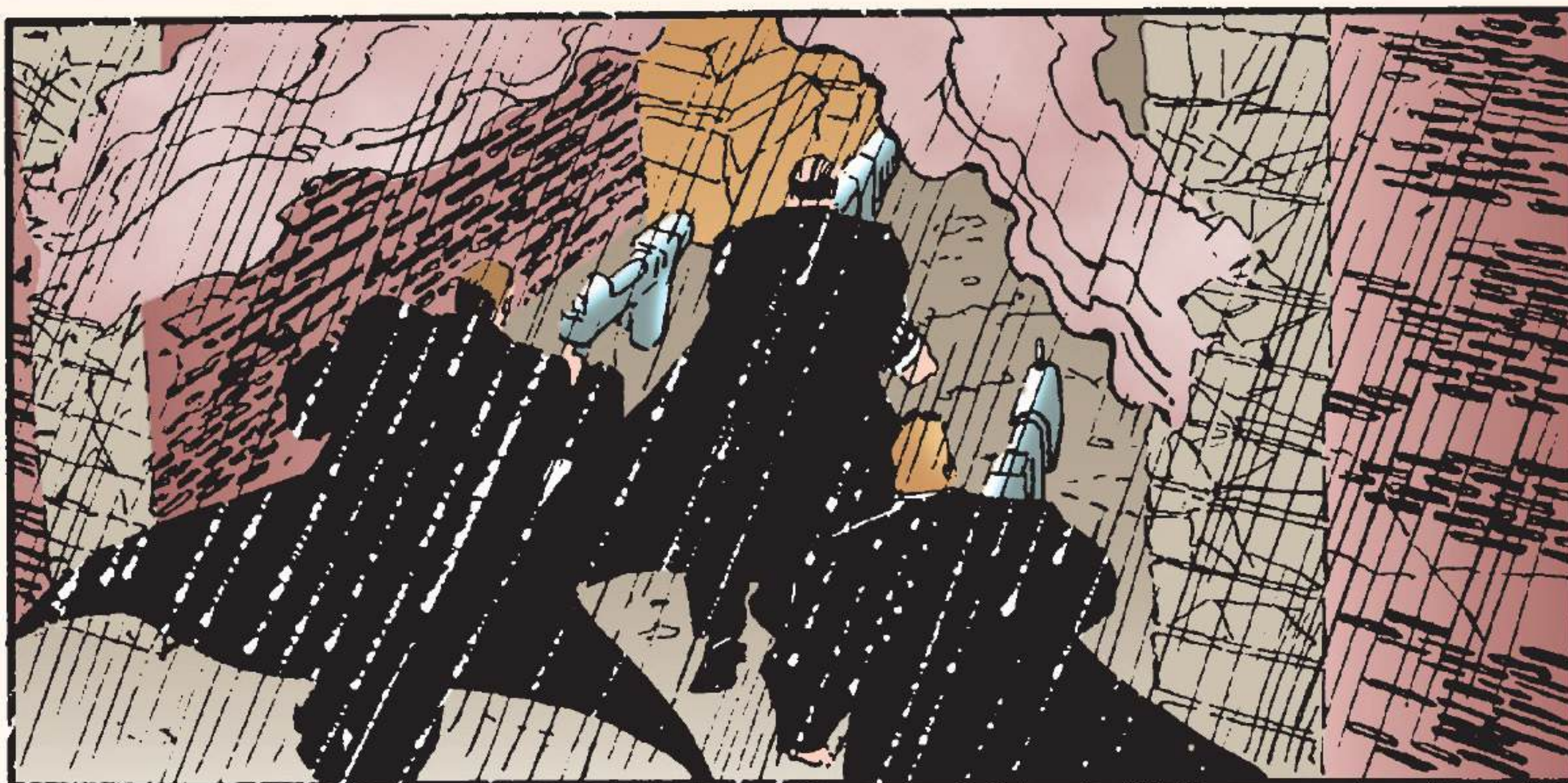
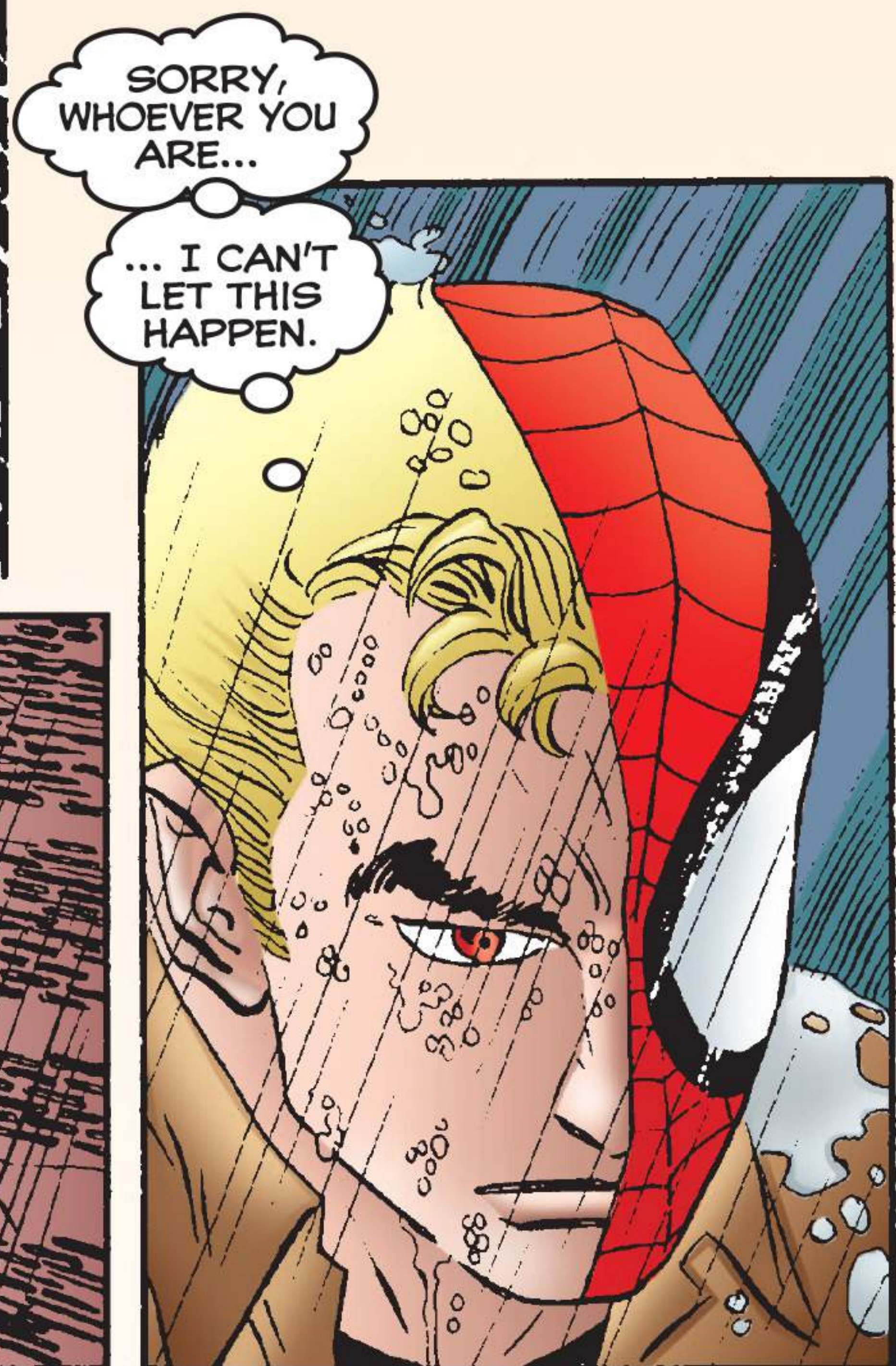
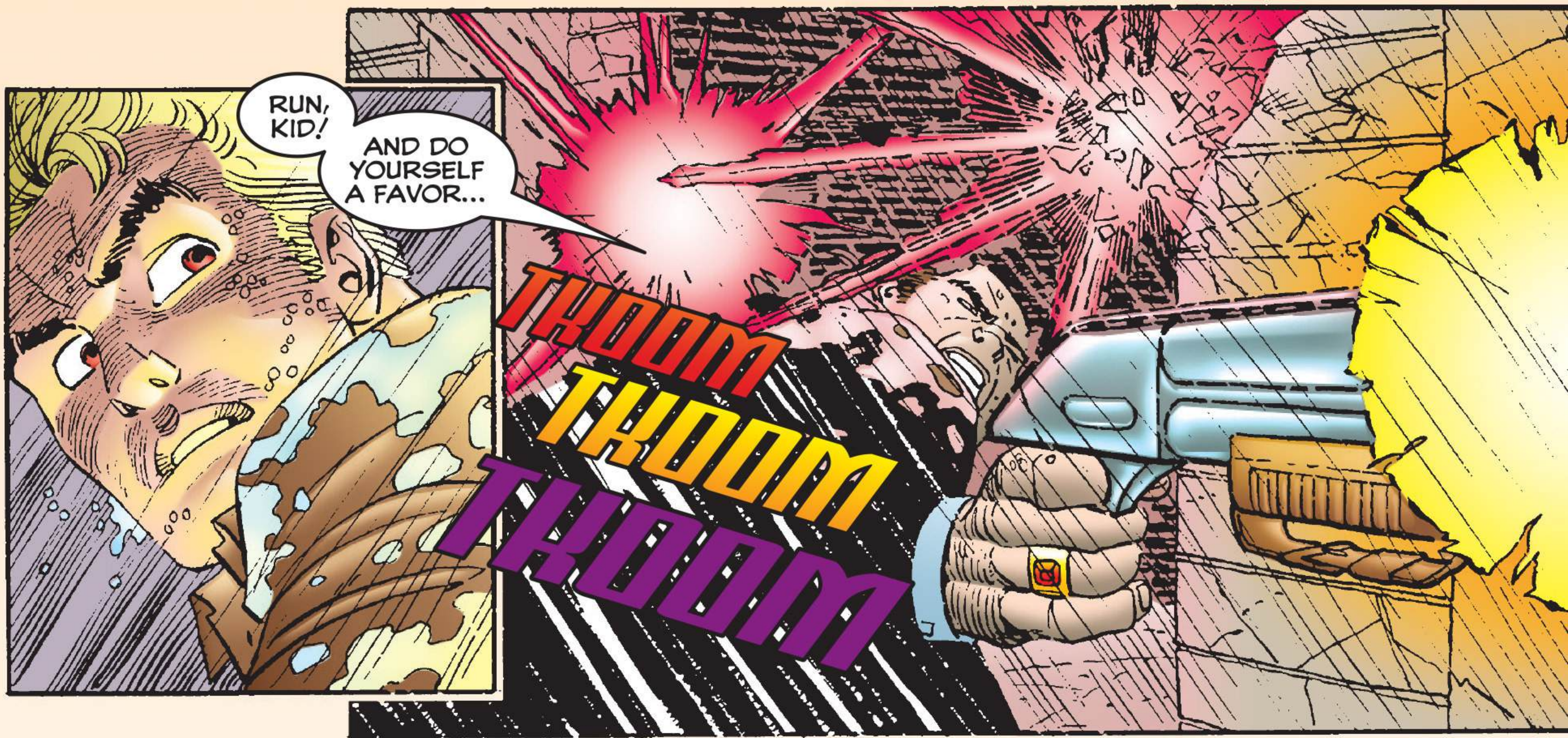
GUESS I FELT THE NEED TO GET IN THE THICK OF THINGS AGAIN.

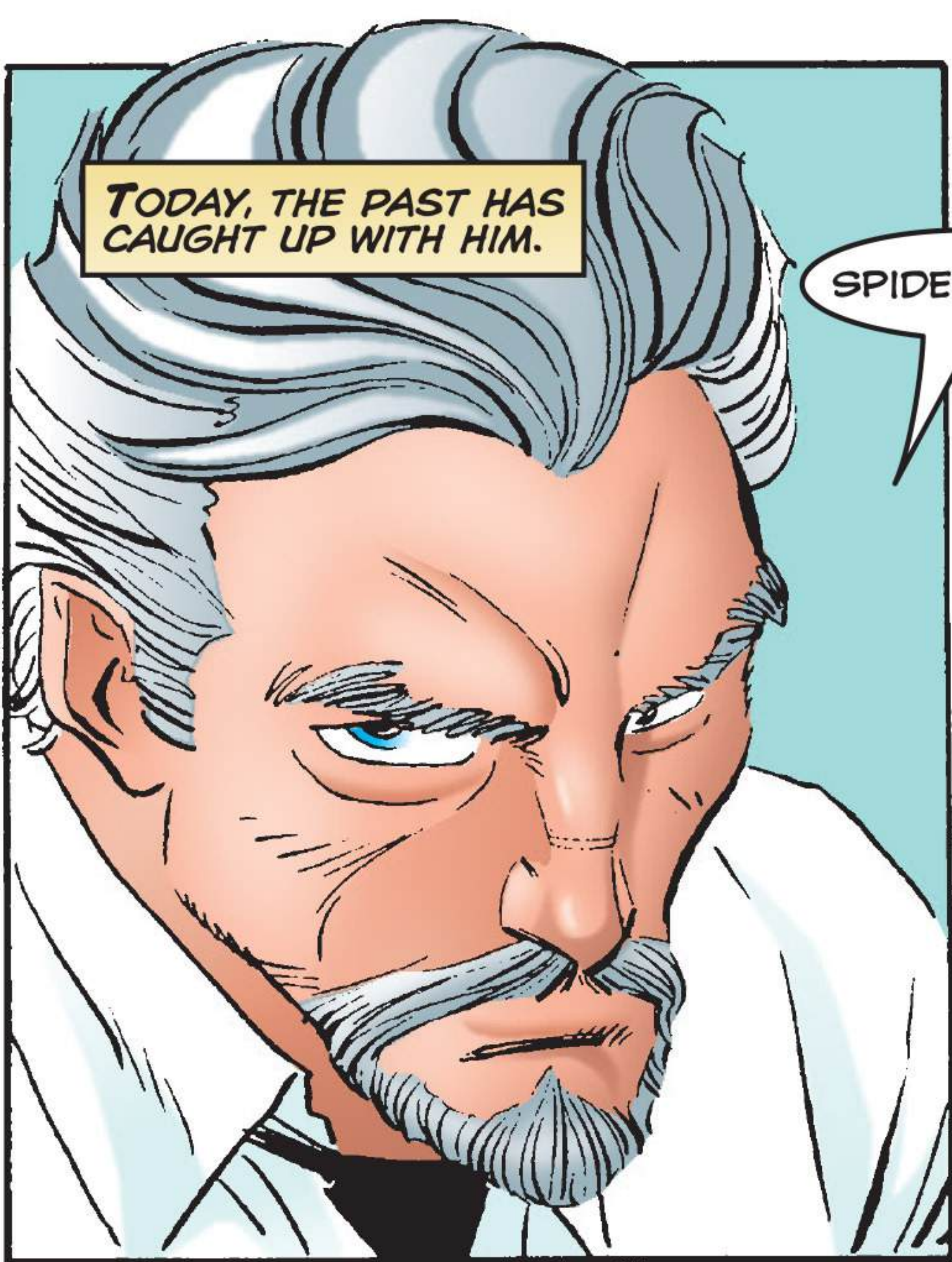
JUST TRY TO FOLLOW MY LEAD AND STAY OUT OF THE WAY.

IF WE GET DISCOVERED BY **THESE** GUYS... YOU MAY WISH I **HADN'T** CAUGHT YOU UP THERE.

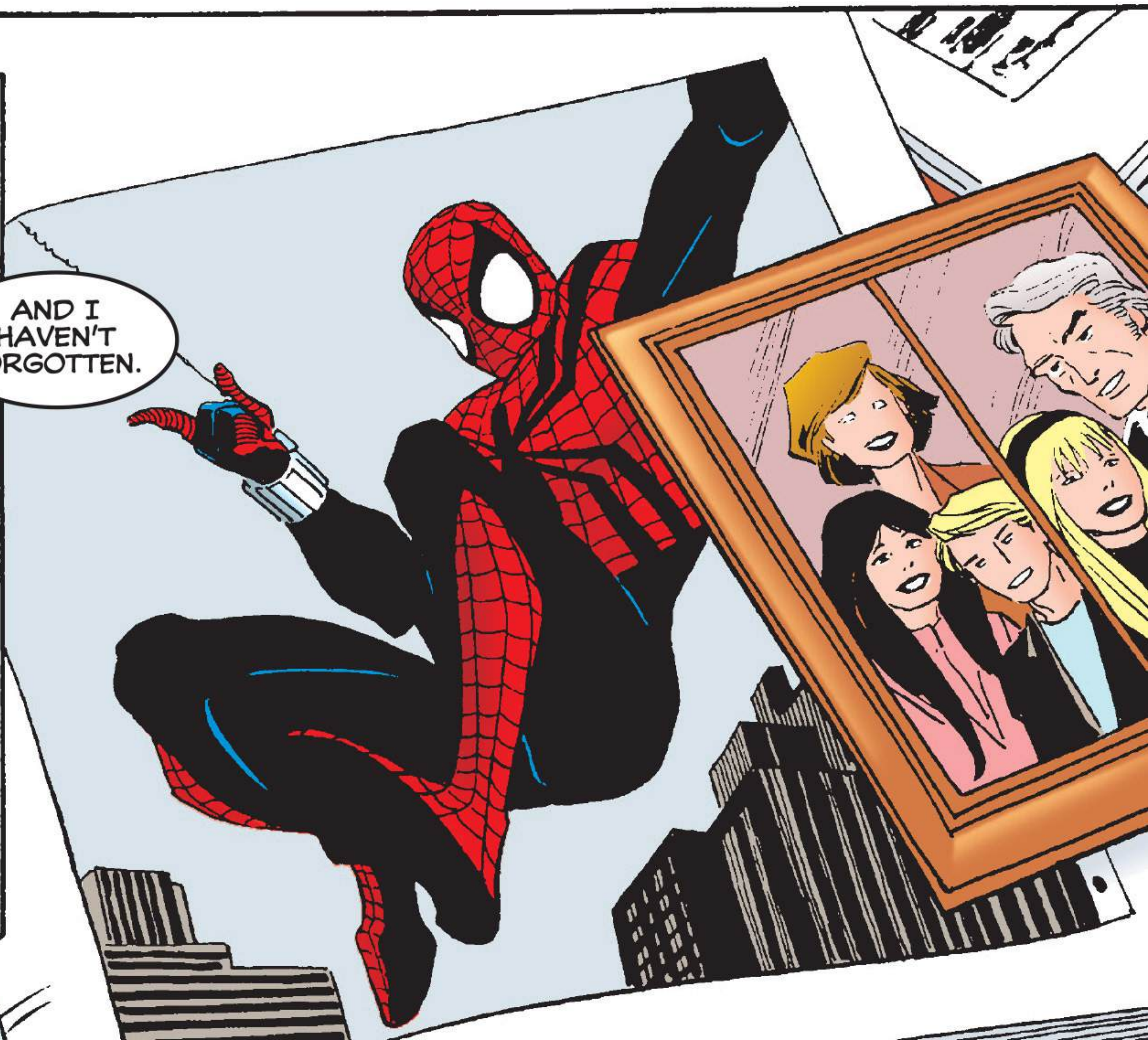
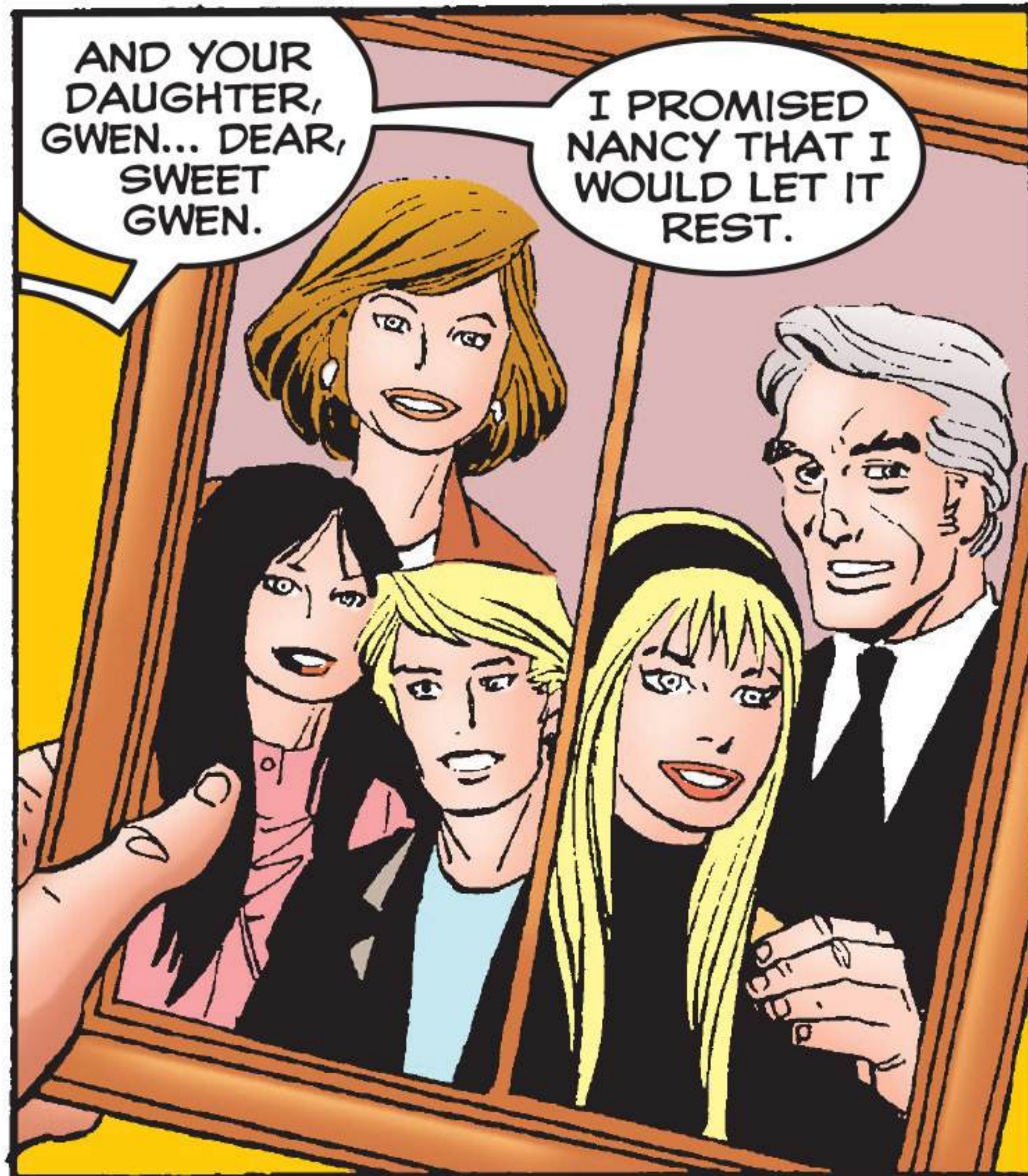
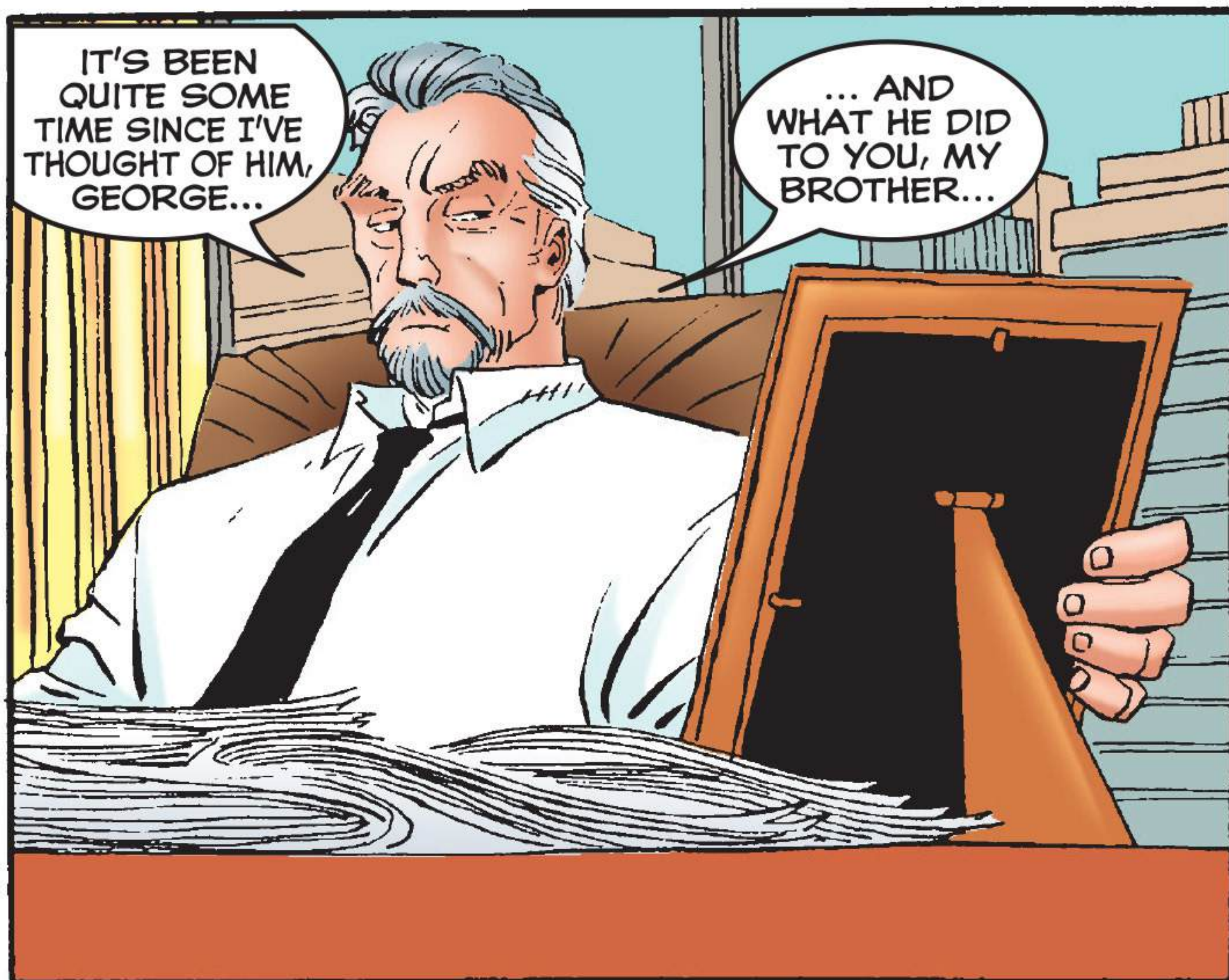
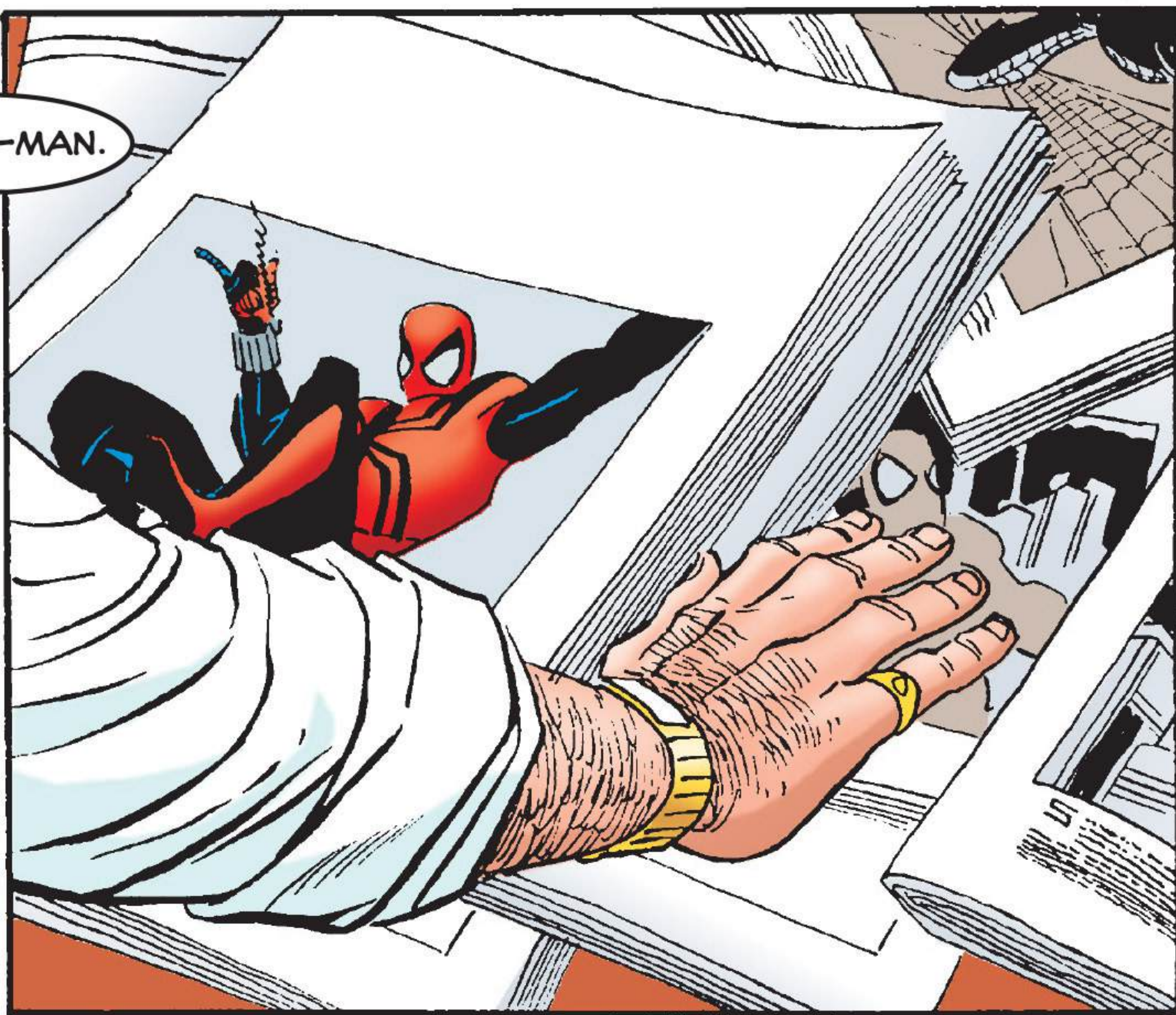


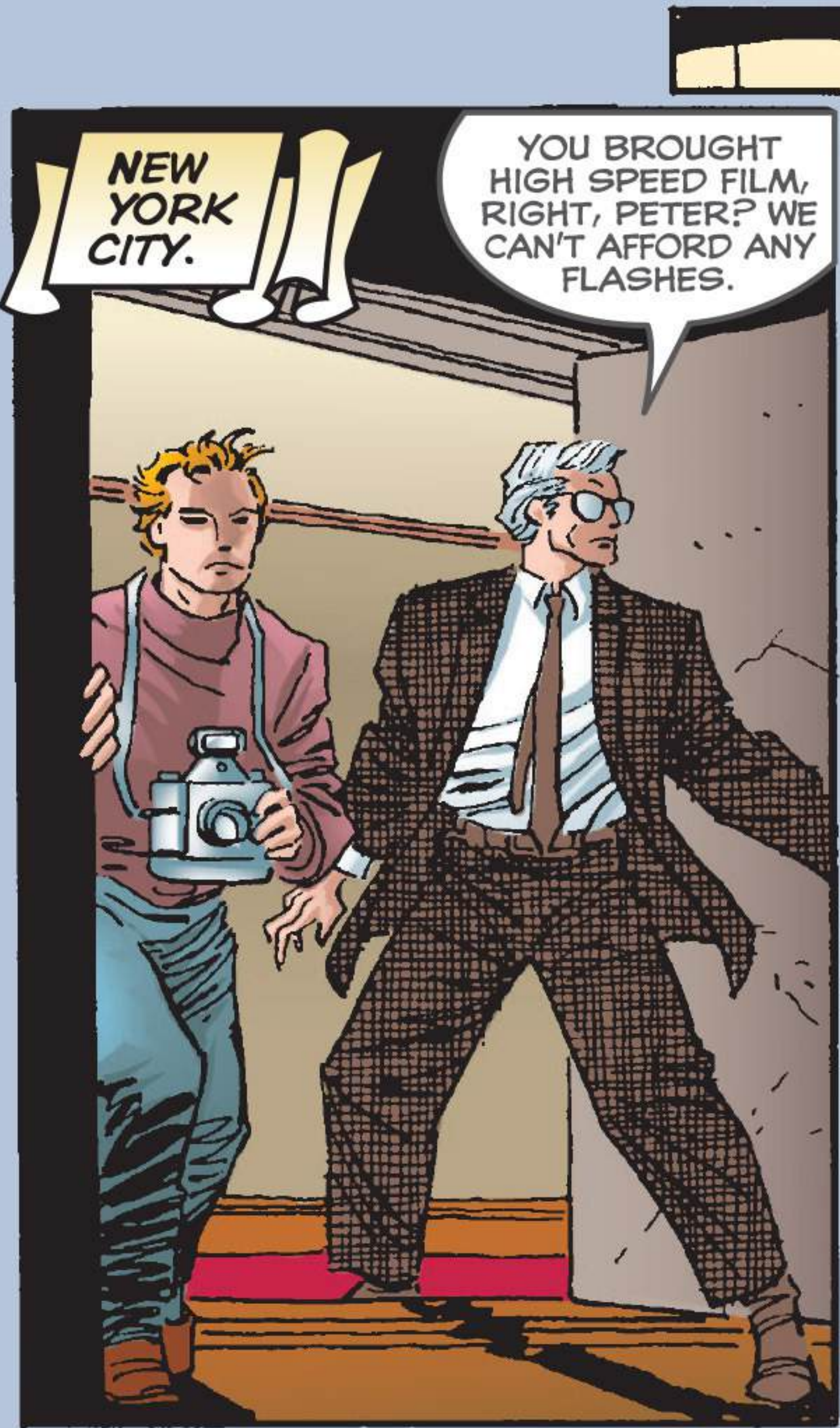






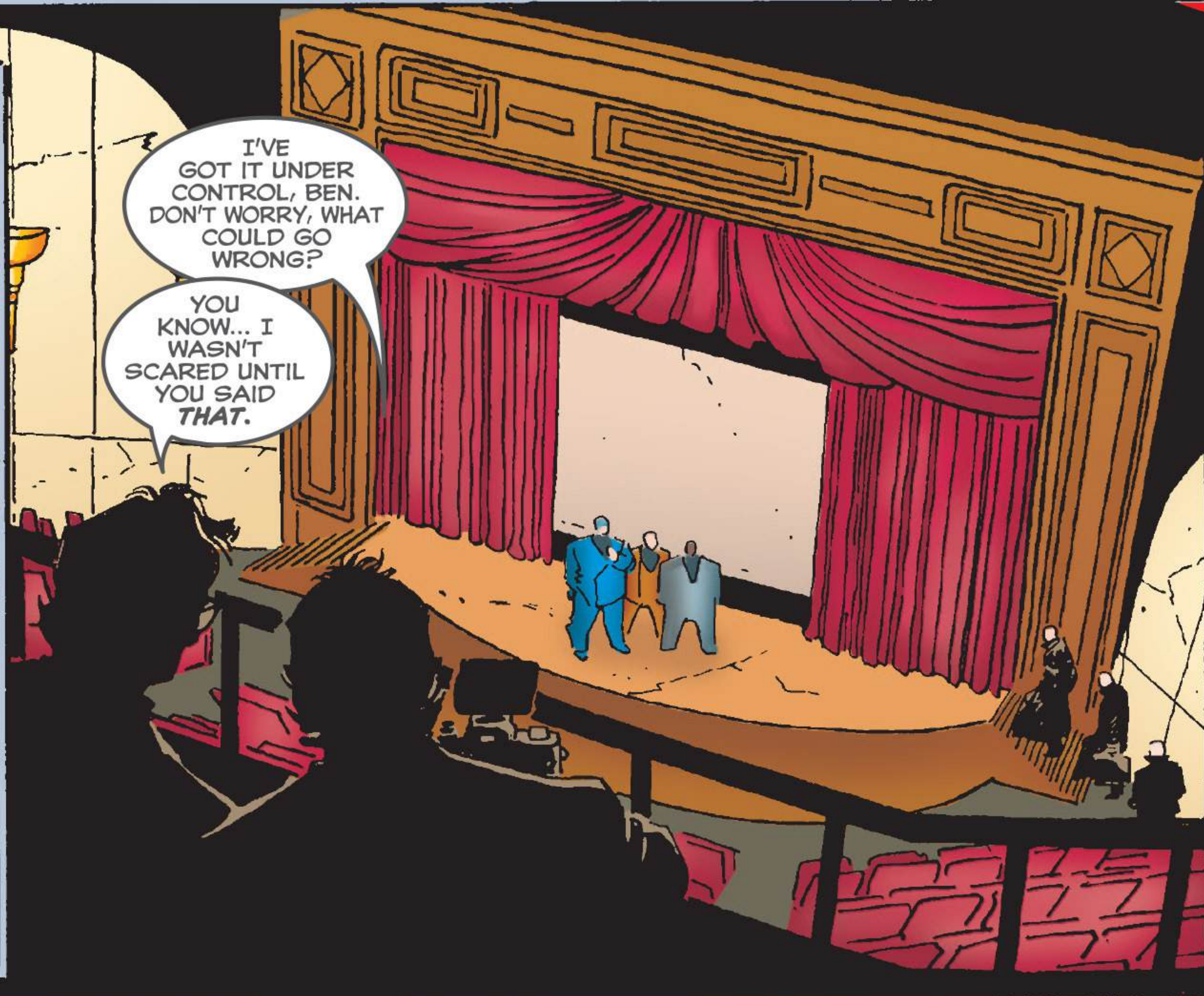
SPIDER-MAN.





NEW
YORK
CITY.

YOU BROUGHT
HIGH SPEED FILM,
RIGHT, PETER? WE
CAN'T AFFORD ANY
FLASHES.



I'VE
GOT IT UNDER
CONTROL, BEN.
DON'T WORRY, WHAT
COULD GO
WRONG?

YOU
KNOW... I
WASN'T
SCARED UNTIL
YOU SAID
THAT.



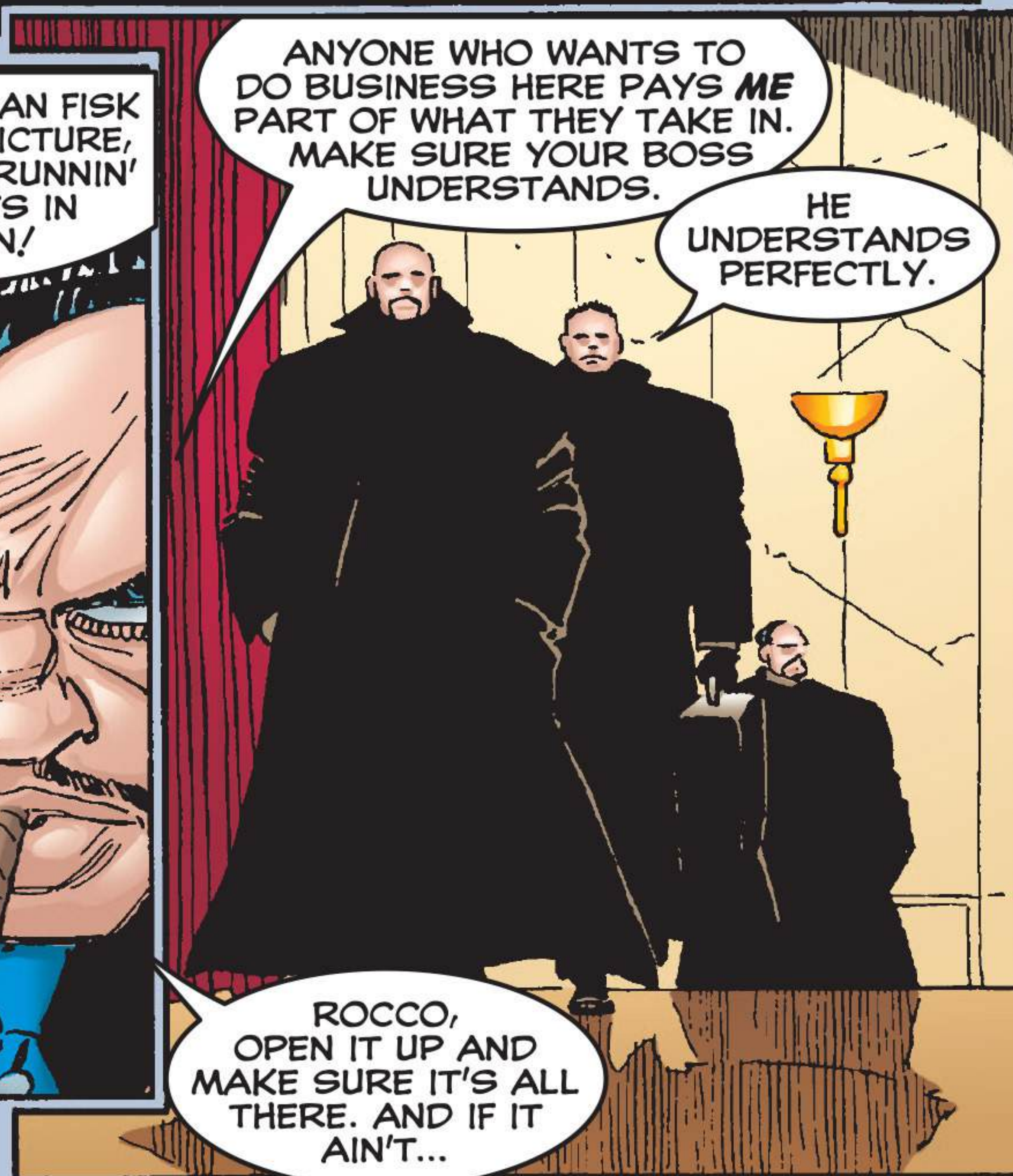
THEY'RE HERE,
**HAMMER-
HEAD**.

I GOT
EYES, ROCCO,
DON'T I?

I
ASSUME YOU
GENTS BROUGHT
THE PREVIOUSLY
DISCUSSED
FUNDS.



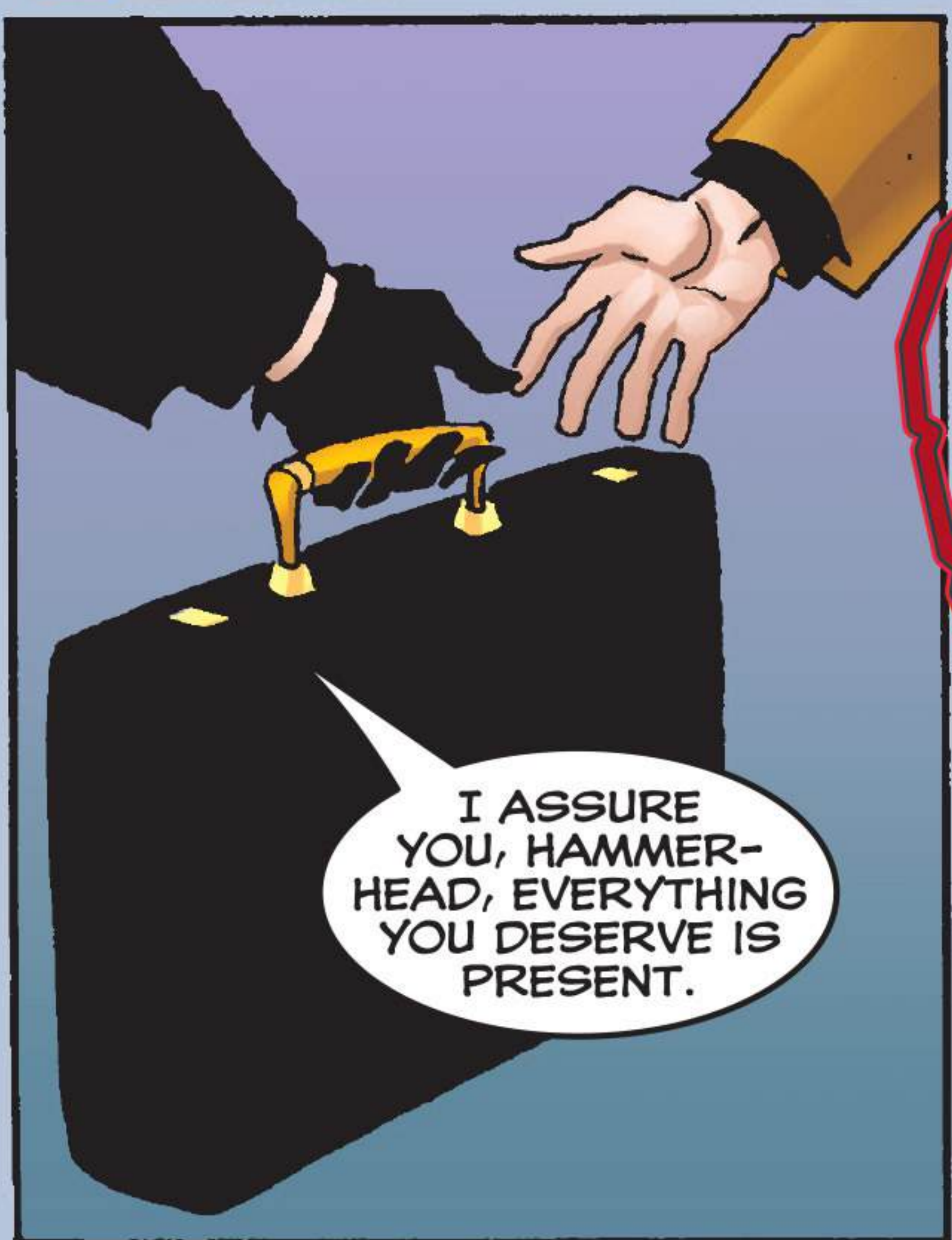
NOW THAT FATMAN FISK
IS OUTTA THE PICTURE,
I'M GONNA BE RUNNIN'
THE RACKETS IN
THIS TOWN!



ANYONE WHO WANTS TO
DO BUSINESS HERE PAYS *ME*
PART OF WHAT THEY TAKE IN.
MAKE SURE YOUR BOSS
UNDERSTANDS.

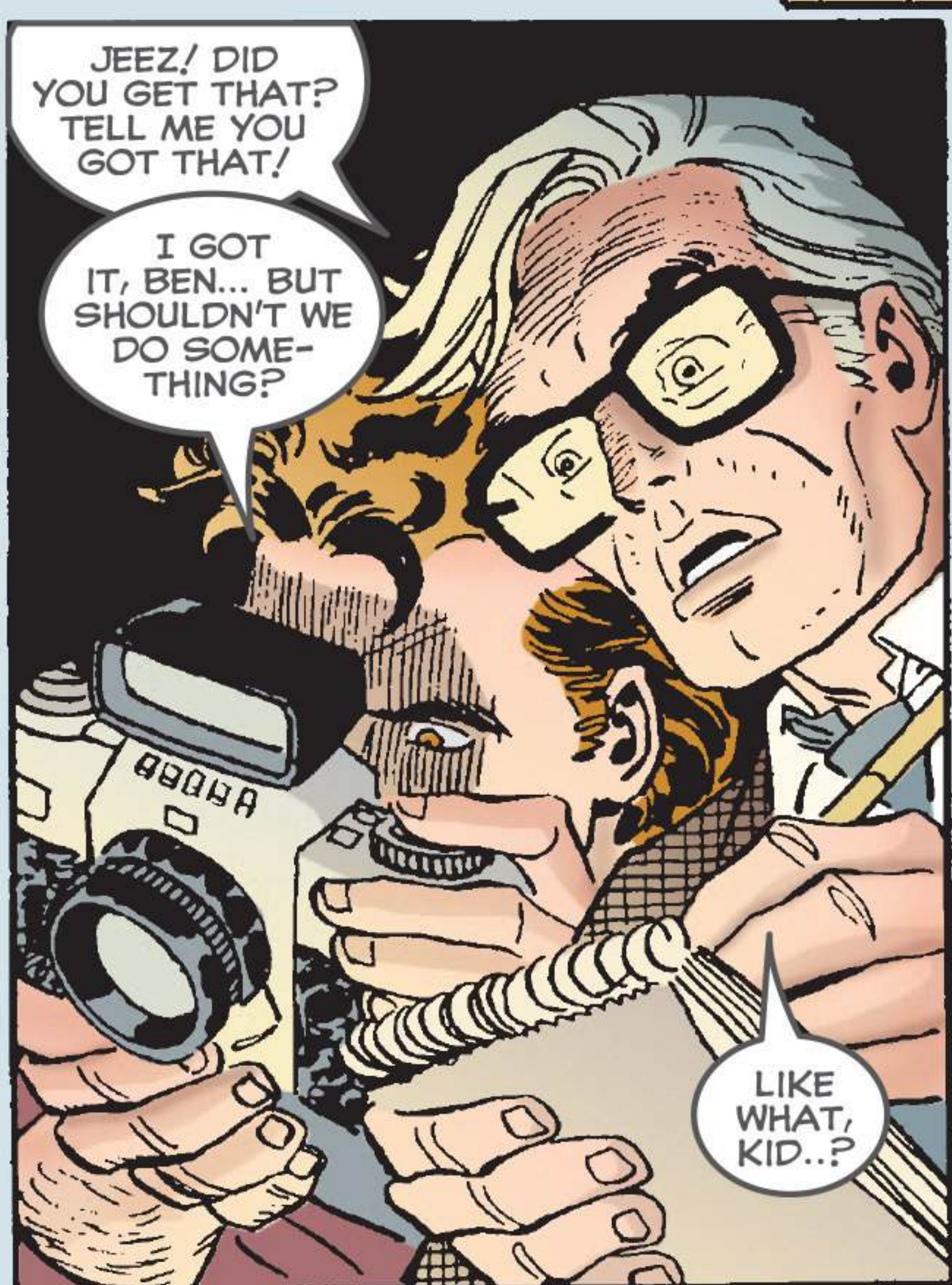
HE
UNDERSTANDS
PERFECTLY.

ROCCO,
OPEN IT UP AND
MAKE SURE IT'S ALL
THERE. AND IF IT
AIN'T...



I ASSURE
YOU, HAMMER-
HEAD, EVERYTHING
YOU DESERVE IS
PRESENT.





JEEZ! DID YOU GET THAT? TELL ME YOU GOT THAT!

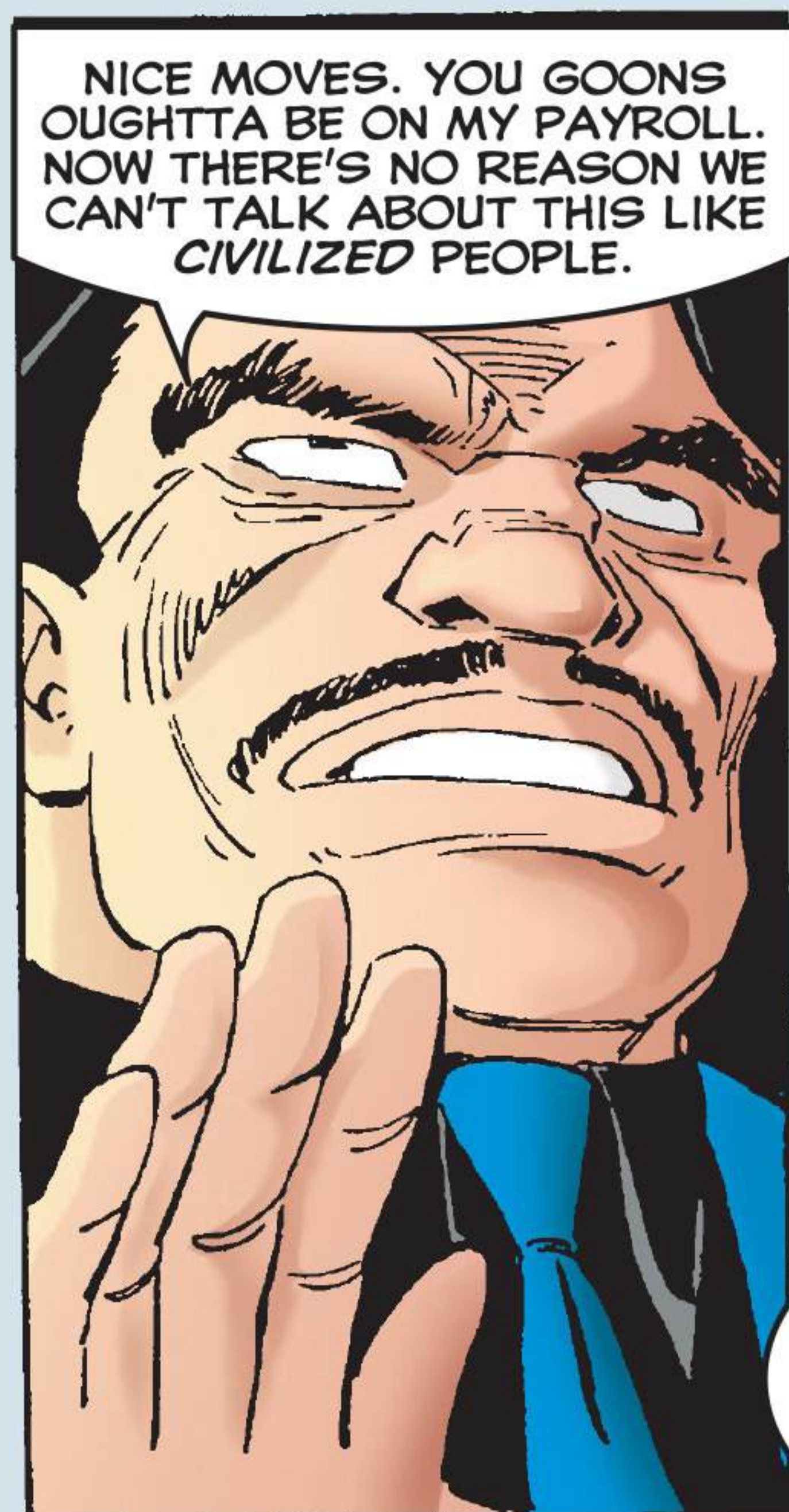
I GOT IT, BEN... BUT SHOULDN'T WE DO SOMETHING?

LIKE WHAT, KID...?



"...JUMP DOWN THERE AND PLAY SUPER HERO?"

"I DON'T THINK SO, PARKER!"



NICE MOVES. YOU GOONS OUGHTTA BE ON MY PAYROLL. NOW THERE'S NO REASON WE CAN'T TALK ABOUT THIS LIKE CIVILIZED PEOPLE.



AS A MATTER OF FACT, THERE IS...

... 'CAUSE IN TWO SECONDS YOU'RE NOT GOING TO BE IN MUCH OF A CONDITION TO TALK TO ANYONE.



SONNUVA...

BOSS? AAGH!

SORRY, JOEY, IT'S EVERY MAN FOR HIMSELF.

BUT DON'T WORRY, KIDDO...



... I'LL MAKE THEM PAY!

MAKE 'EM ALL PAY BIG TIME! JUST LIKE IN THE OLD DAYS!



WE WON'T BE PAYING ANYONE ANYTHING, HAMMER-HEAD!

THOOM
THOOM
THOOM

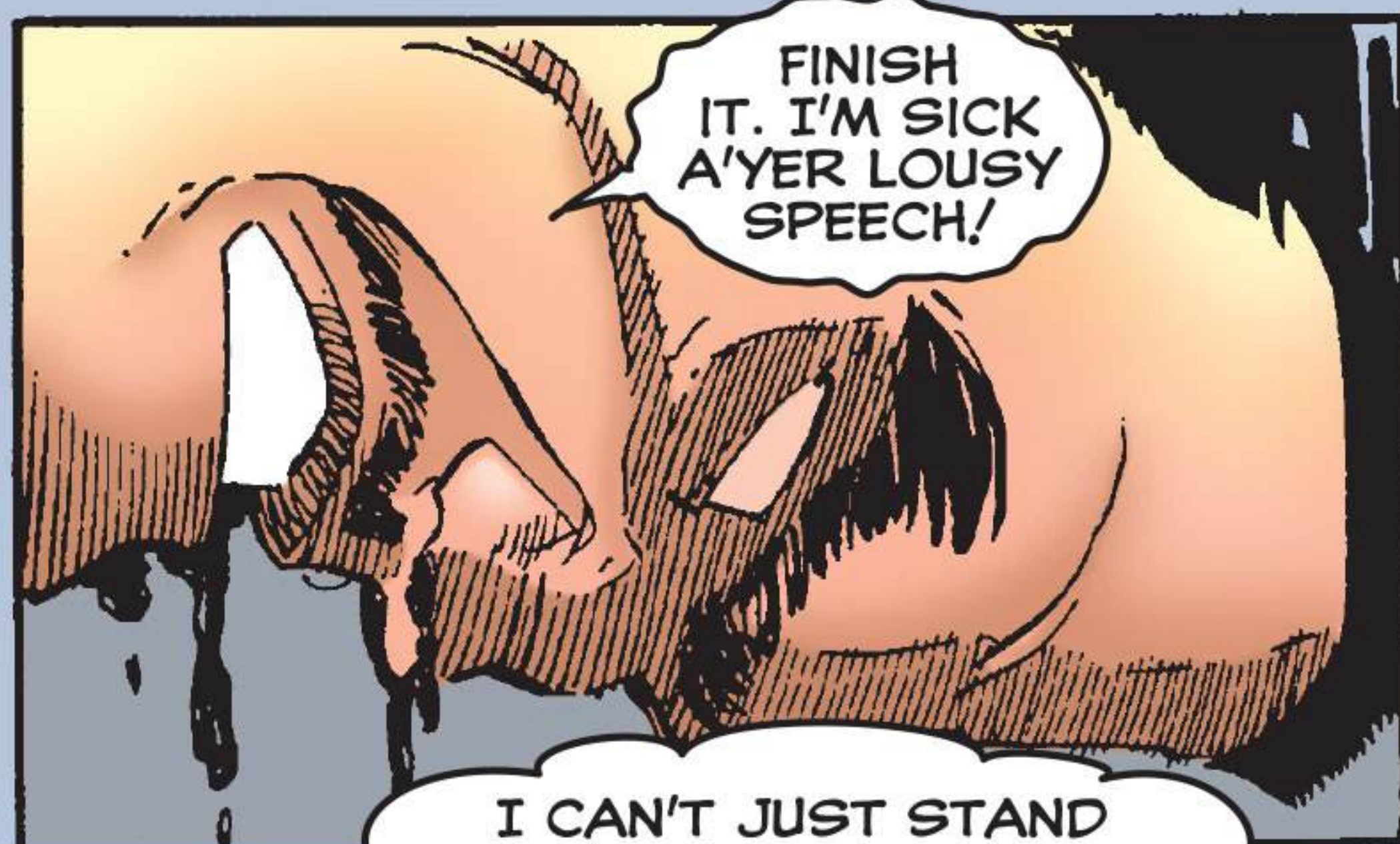


IT'S OVER.
AND YOU'RE ONLY THE **FIRST** TO FALL.

THERE'S NO ROOM IN THIS CITY FOR OUTDATED GANGSTERS.

THERE'S A NEW ERA COMING, AND YOU'RE NOT GOING TO SEE IT.

WHAT ARE YOU TRYIN' TO DO -- TALK ME INTO MY GRAVE?

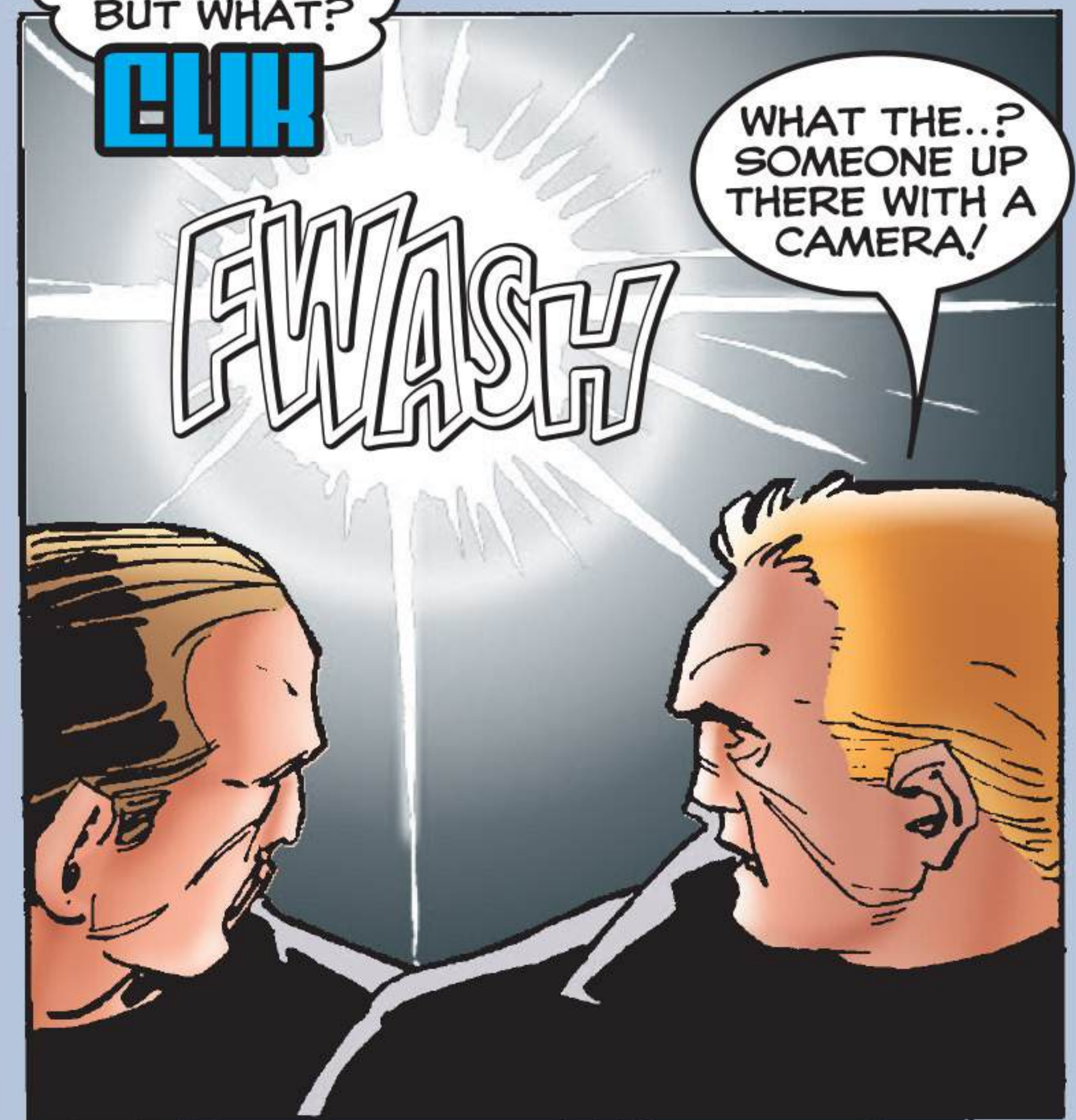


FINISH IT. I'M SICK A'YER LOUSY SPEECH!



I CAN'T JUST STAND BY AND WATCH A MAN BE EXECUTED... EVEN A CRIMINAL LIKE **HAMMERHEAD**!

I'VE GOT TO DO SOMETHING... BUT WHAT?



ELIK

FWASH

WHAT THE...? SOMEONE UP THERE WITH A CAMERA!



WHAT WERE YOU THINKING, KID?

I COULDN'T LET THEM KILL HIM, BEN.

YEAH I'M SURE HE'D HAVE DONE THE SAME FOR YOU.

THROOM THROOM



WHAT ABOUT **HAMMERHEAD**?

THIS IS IMPORTANT. THE ORGANIZATION WILL HAVE OUR HEADS IF THIS MAKES THE PAPERS.

BESIDES, HE ISN'T GOING ANYWHERE.



Oh, I'M LEAVIN', AWRIGHT...

BUT **HAMMERHEAD'S** COMIN' **BACK** AND THEN THE BLOOD'S **REALLY** GONNA FLOW! YOU PUNKS ARE ON MY **LIST**!

THE OTHER SIDE
OF THE CITY.

COME ON,
JIMMY, YOU'RE
DONE.

THERE'S
NO PLACE
LEFT TO
RUN.

COME OUT
AND I'LL PUT A
ROUND IN YOUR EAR,
QUICK, FOR OLD TIMES'
SAKE. WHAT DO
YOU SAY?

**BUDDA
BUDDA
BUDDA**

WHAT
DO I
SAY?

I SAY
THIS!

BOOMBOOMBOOM

FINISH HIM...
NOW!

**BUDDA BUDDA
BUDDA**

ARGH!

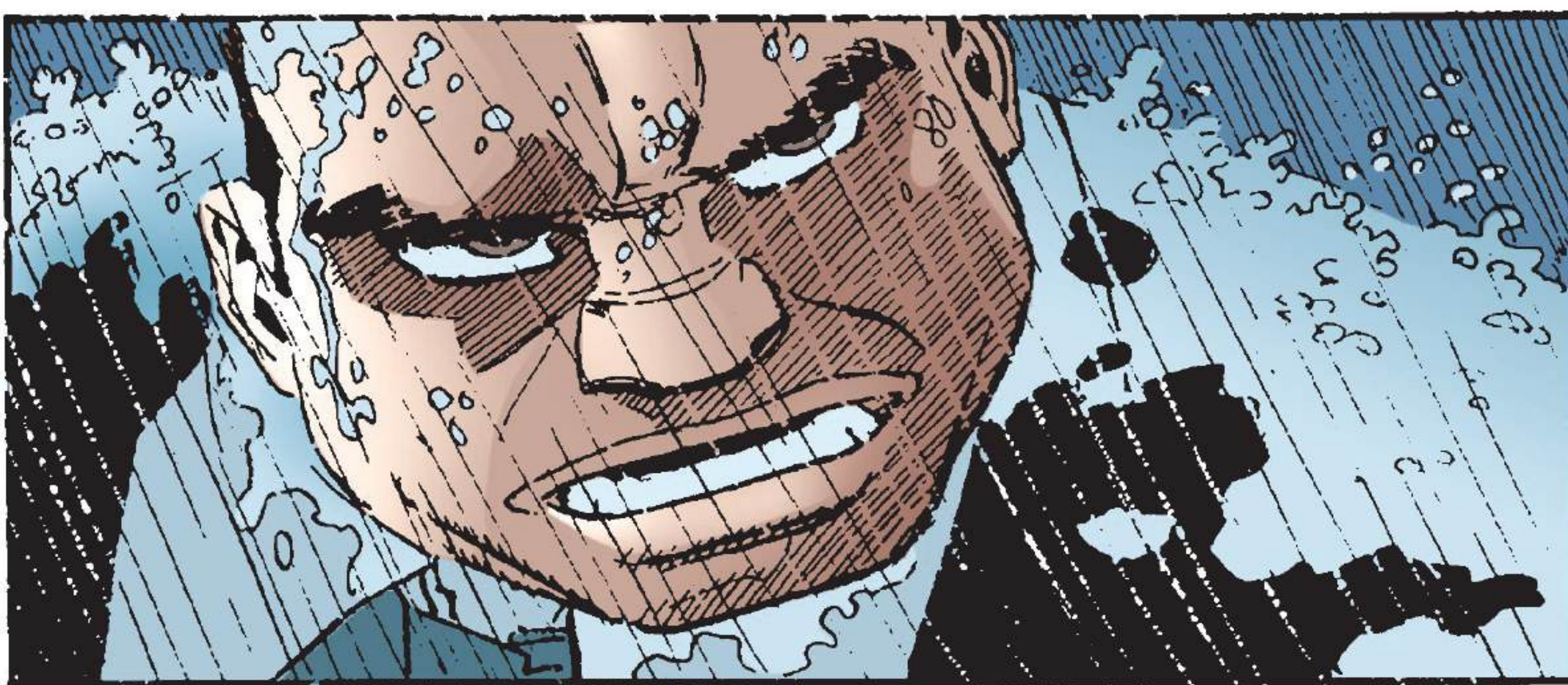
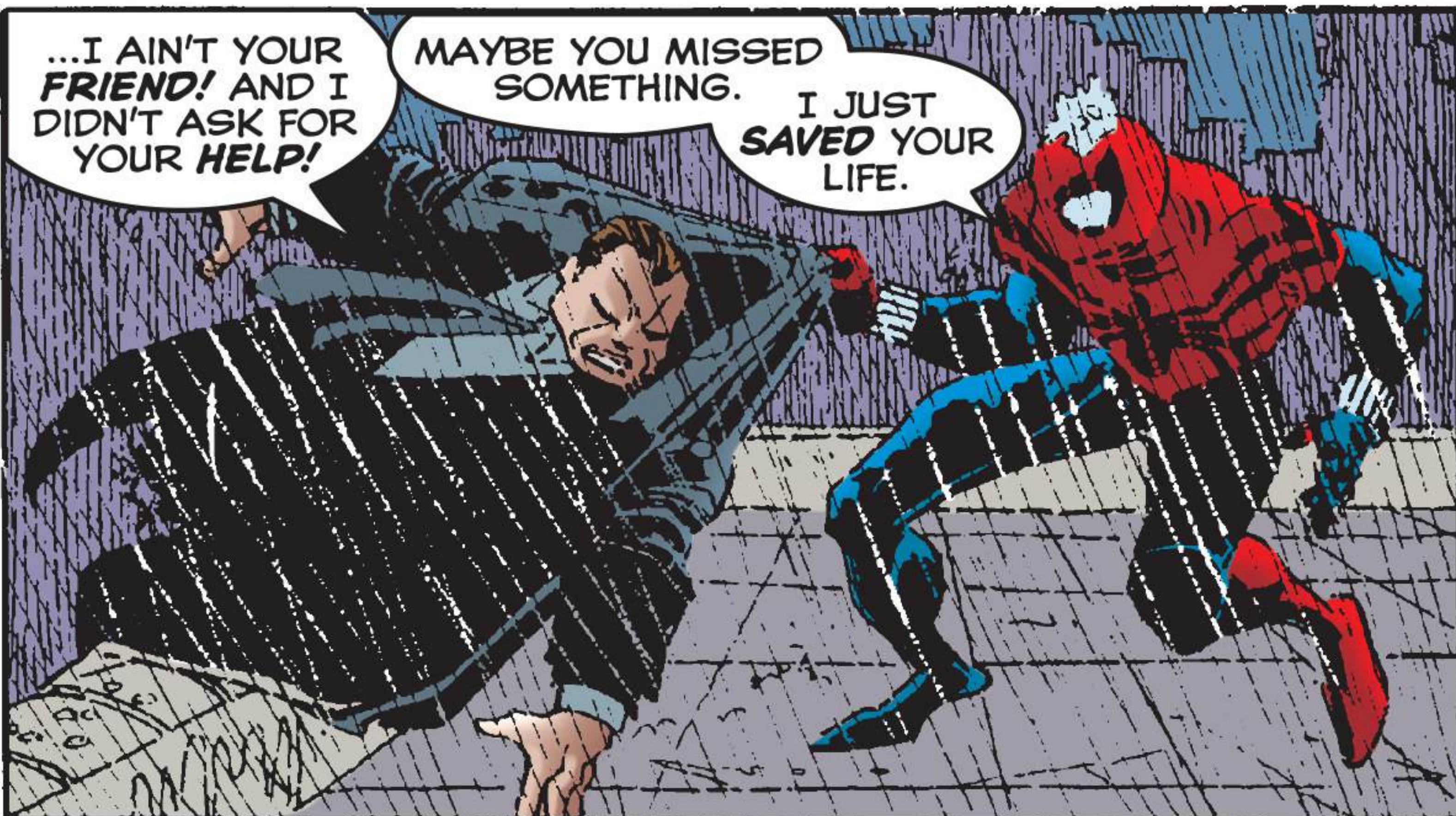
I OFFERED TO MAKE IT EASY
ON YOU. WE WERE FRIENDS
UNTIL YOU TURNED YOUR
BACK ON ALL OF
US.

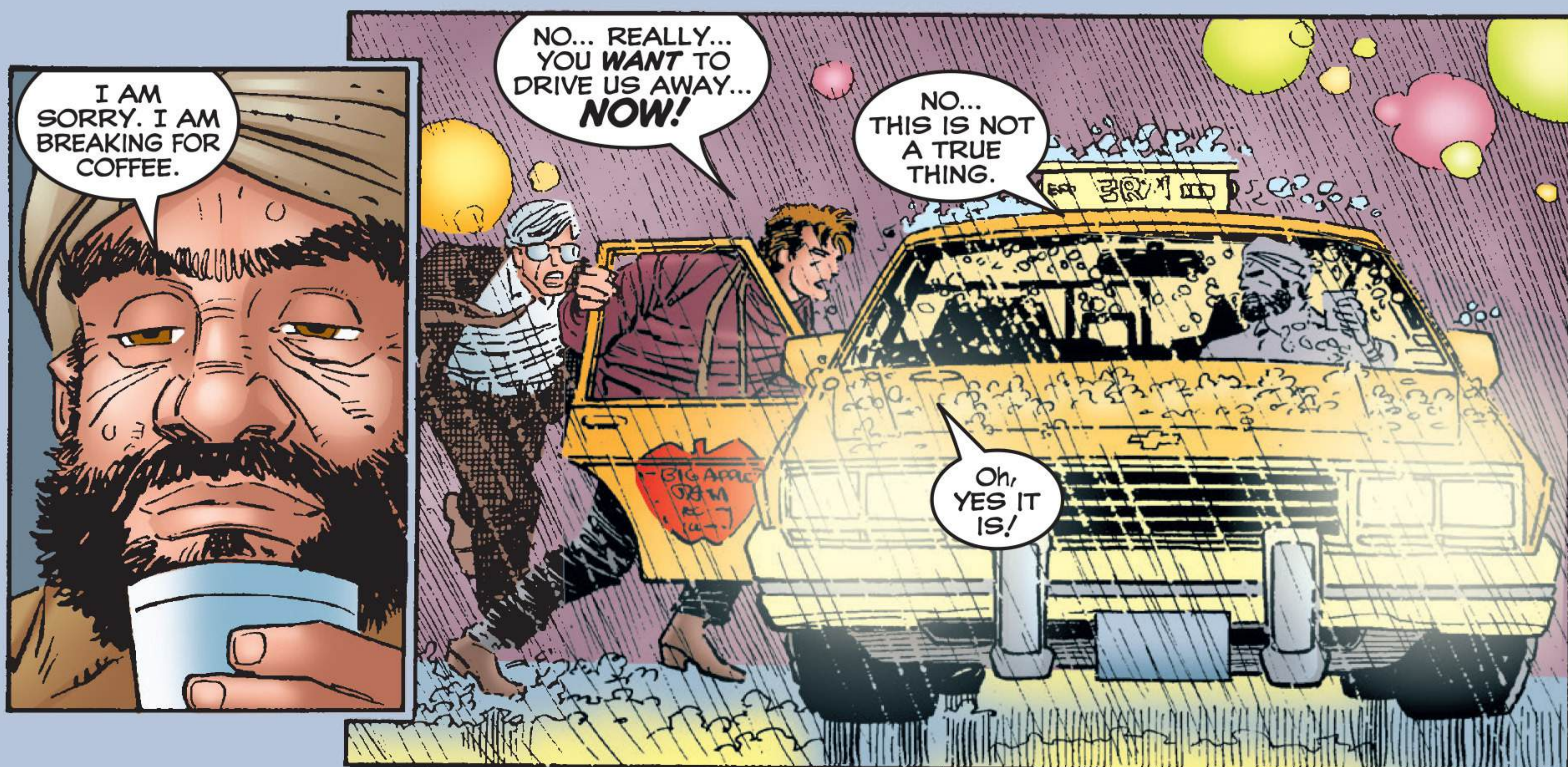
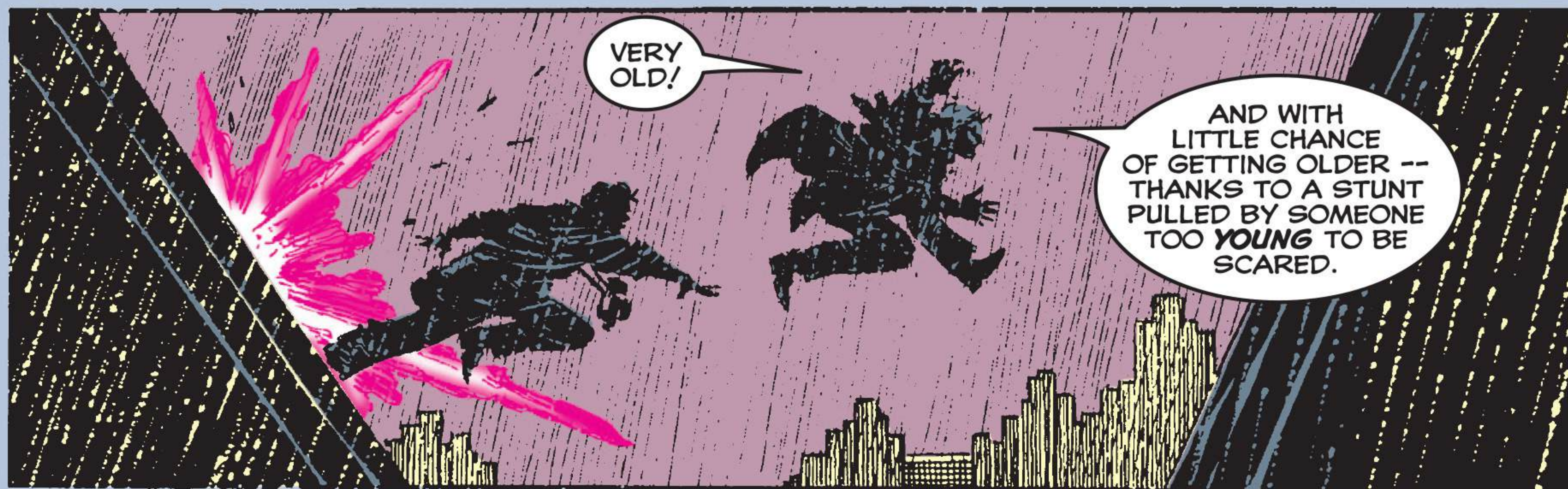
WHY, JIMMY?
YOU HAD TO KNOW
HE WOULDN'T LET
YOU WALK
AWAY.

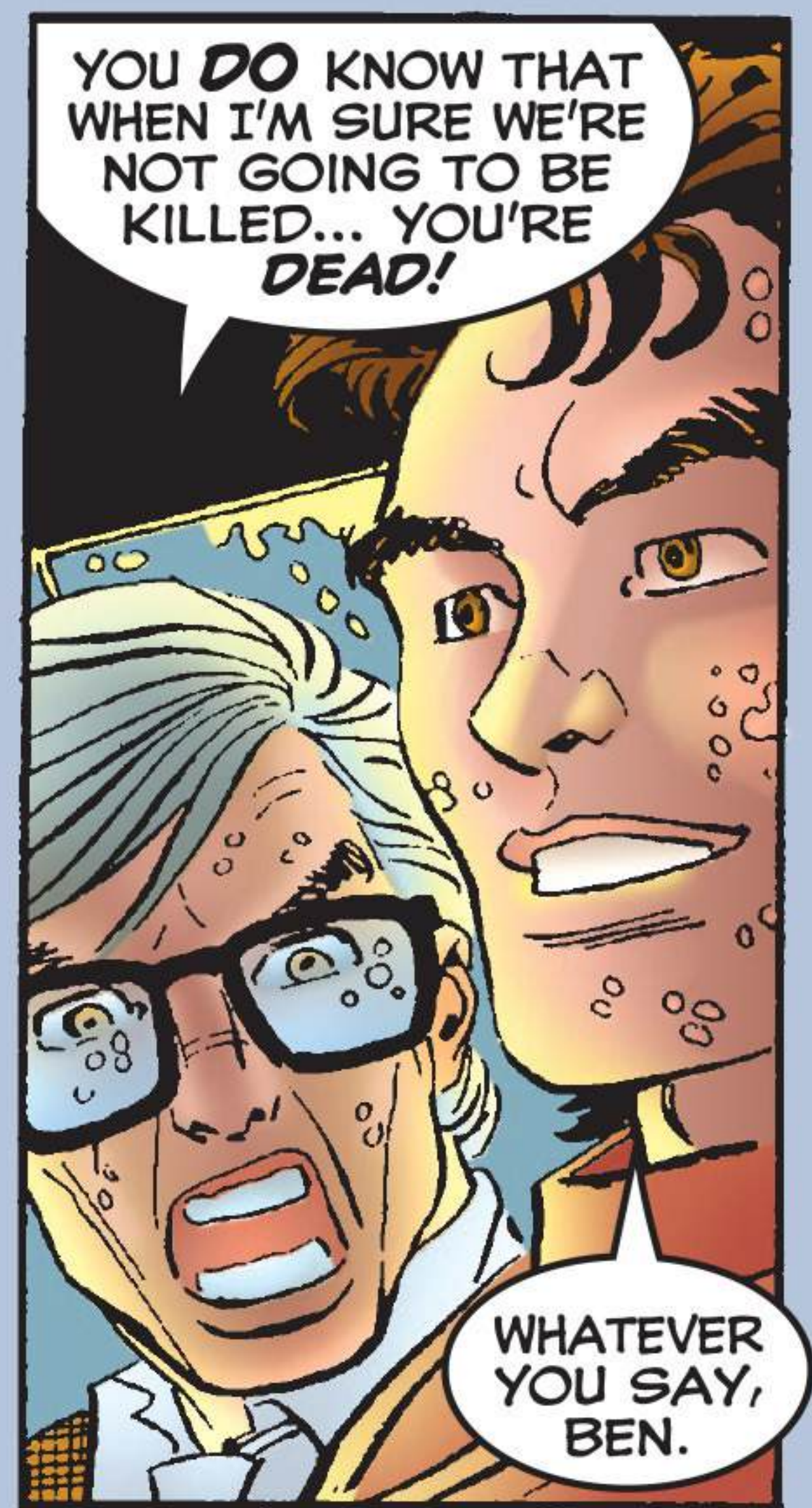
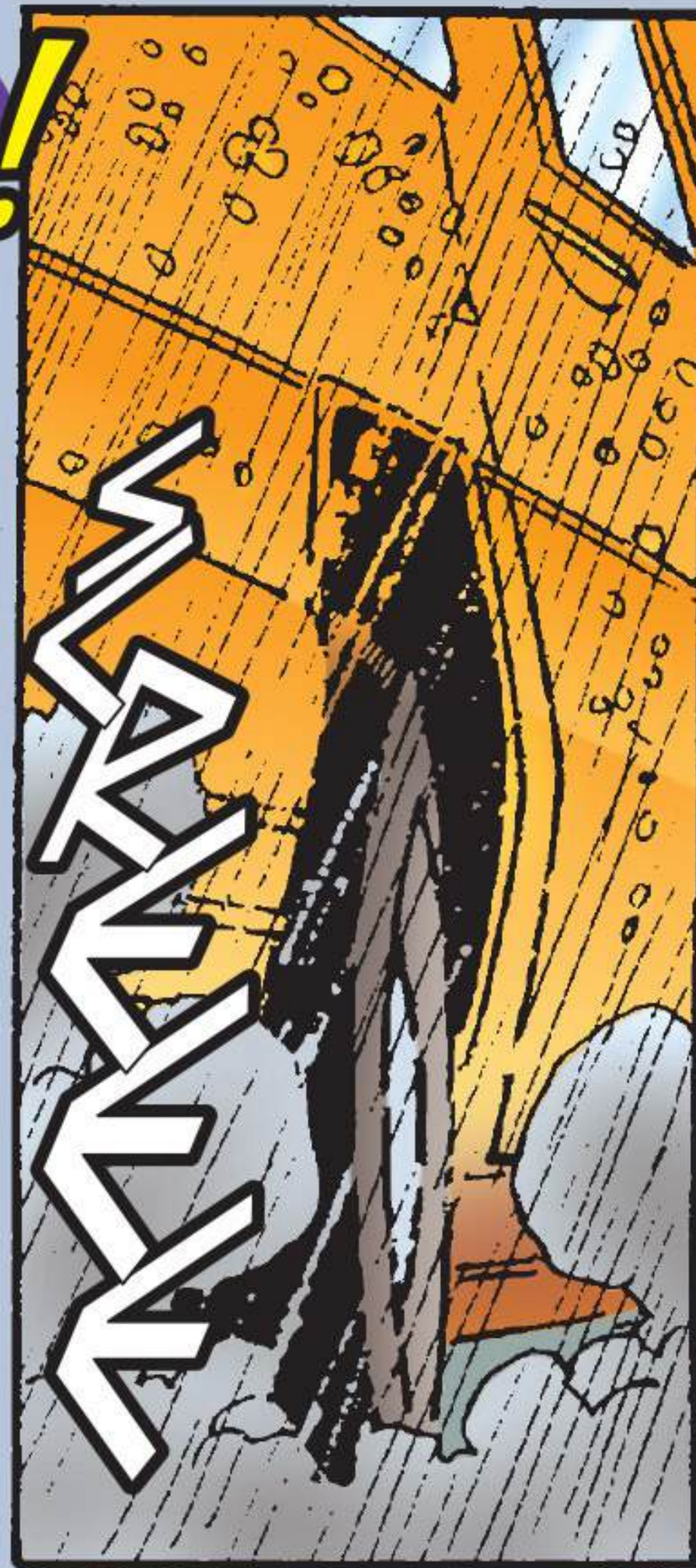
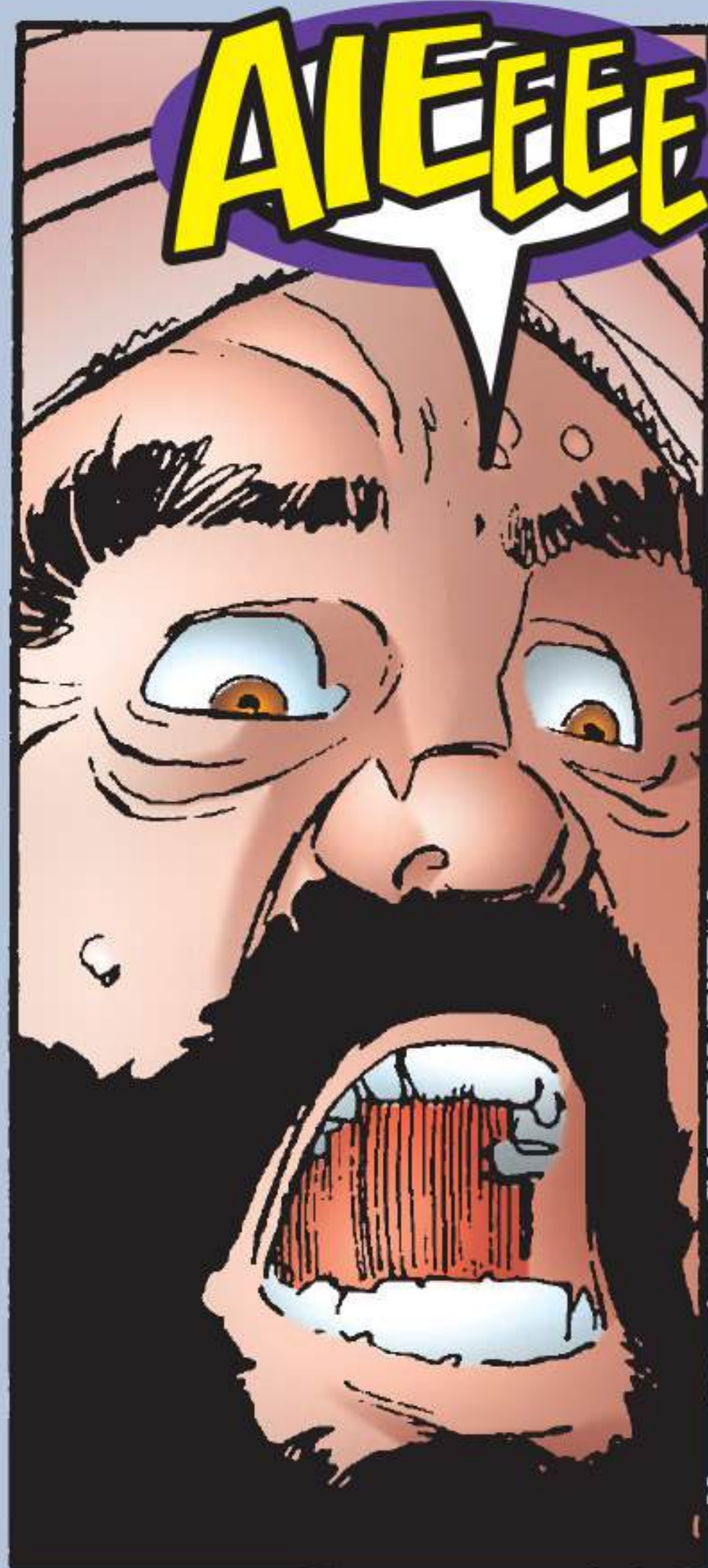
NOT NOW, NOT
WHEN EVERYTHING
IS ABOUT TO COME
TOGETHER.

QUIT
WASTING MY
TIME, JOHNNY,
AND...

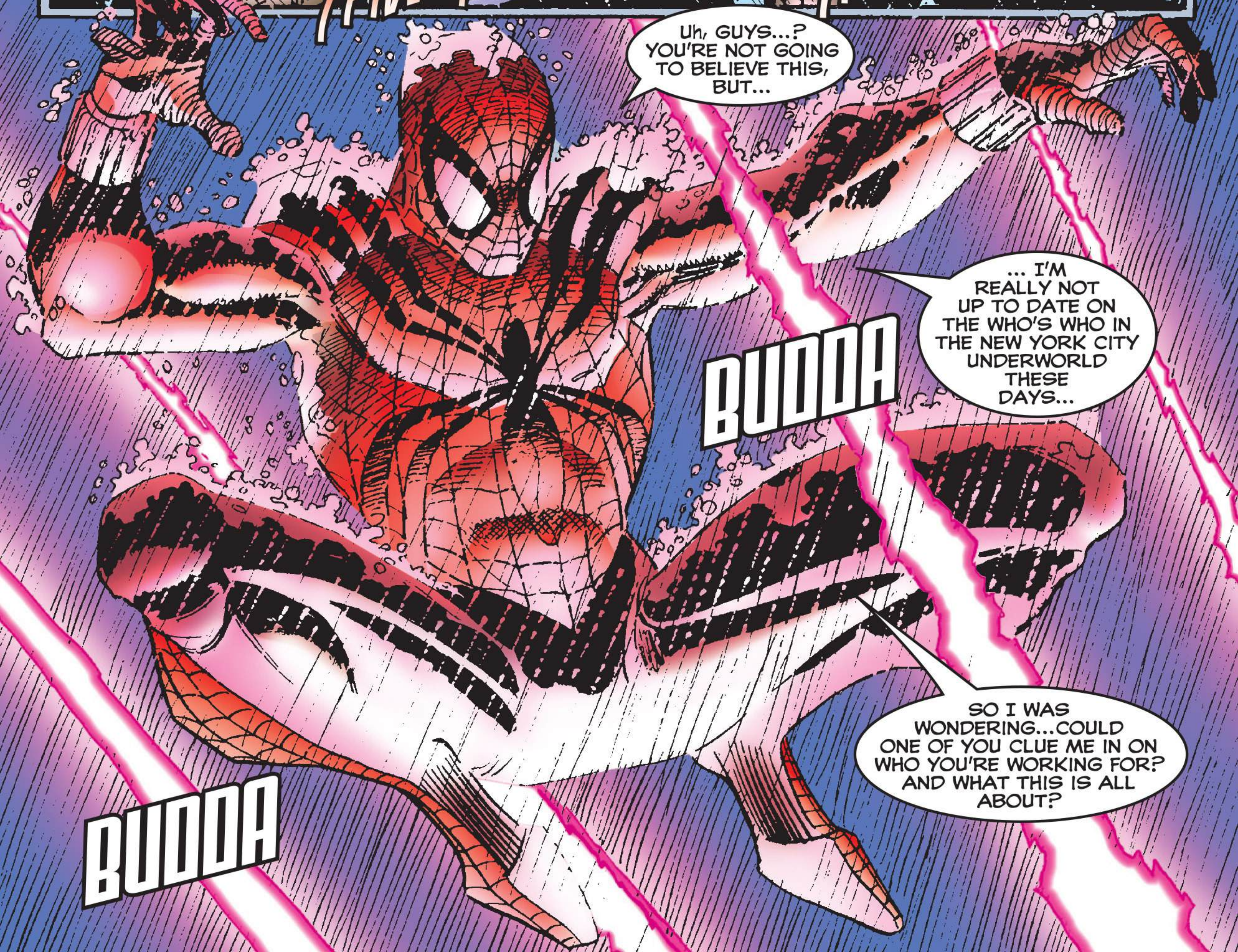
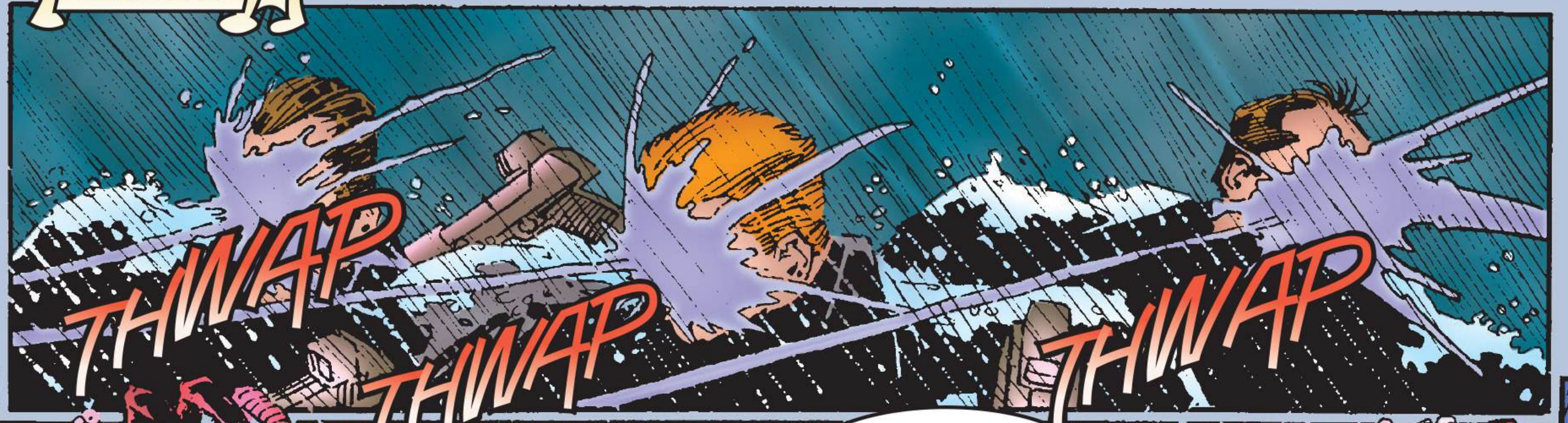
...FINISH
IT!







AT THAT MOMENT...



Uh, GUYS...? YOU'RE NOT GOING TO BELIEVE THIS, BUT...

... I'M REALLY NOT UP TO DATE ON THE WHO'S WHO IN THE NEW YORK CITY UNDERWORLD THESE DAYS...

SO I WAS WONDERING...COULD ONE OF YOU CLUE ME IN ON WHO YOU'RE WORKING FOR? AND WHAT THIS IS ALL ABOUT?

BUDDA

BUDDA



OKAY...
I'LL TAKE
THAT AS A
NO!

NOW
DON'T TRY
TO MAKE UP
WITH ME
LATER.

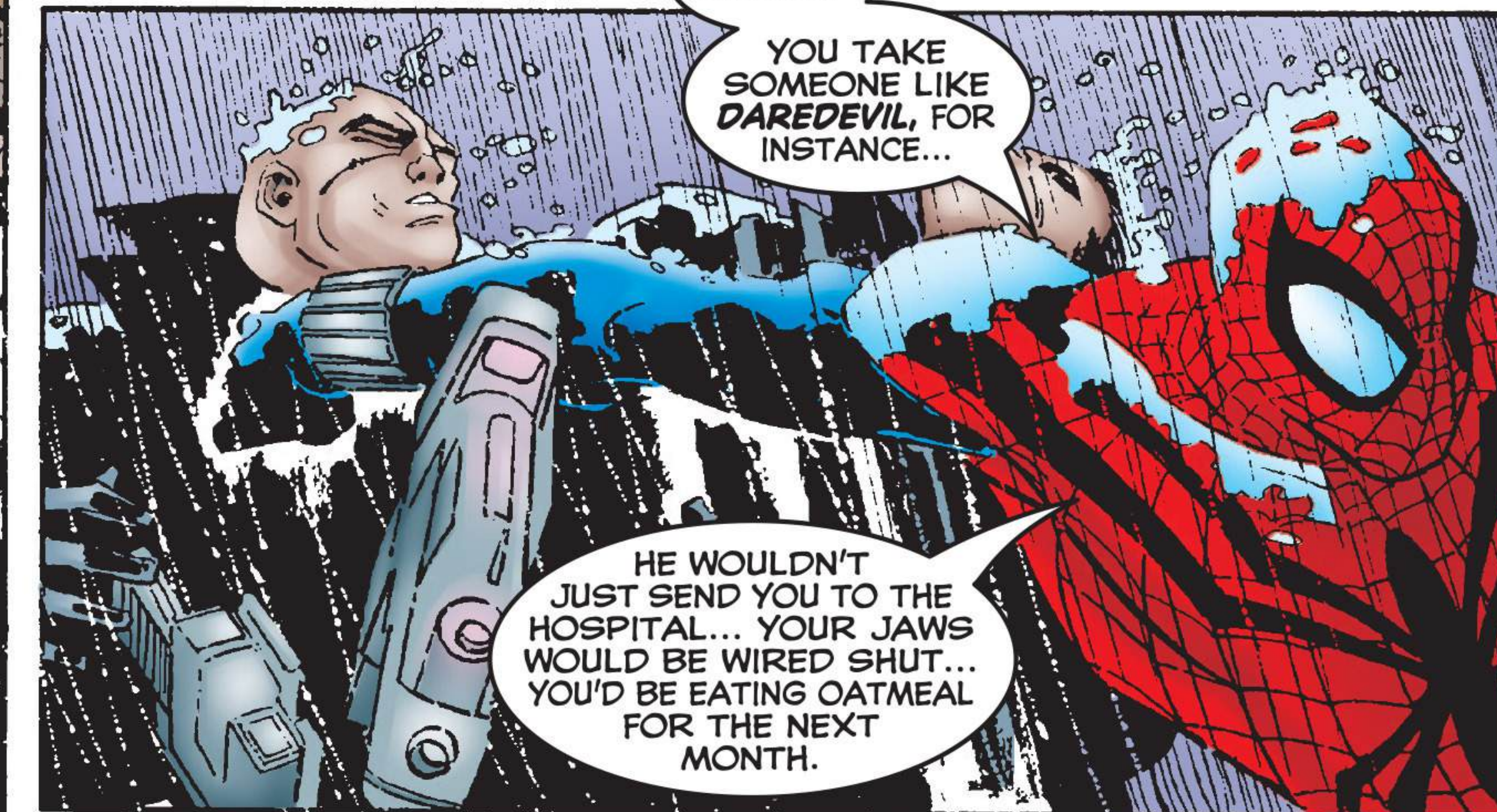
I
TRIED!



YOU KNOW,
GUYS... SOME SUPER
HERO TYPES WOULDN'T
BE AS FUN-LOVING
AND EASY-GOING
AS ME.

SOME
WOULDN'T
PULL THEIR
PUNCHES.

NO,
SIRREE.



YOU TAKE
SOMEONE LIKE
DAREDEVIL, FOR
INSTANCE...

HE WOULDN'T
JUST SEND YOU TO THE
HOSPITAL... YOUR JAWS
WOULD BE WIRED SHUT...
YOU'D BE EATING OATMEAL
FOR THE NEXT
MONTH.



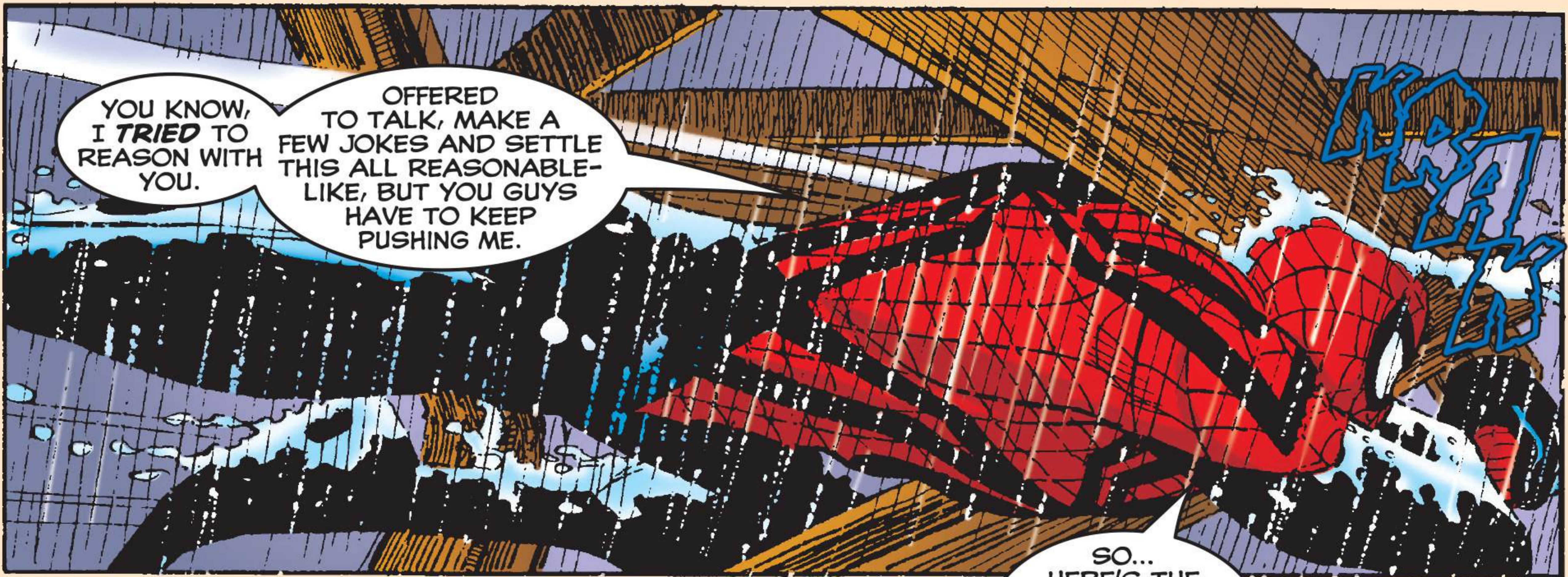
BUT
NOT ME!
NO... I...

OOPS!



INCOMING!

Wow, BET
THAT SMARTS
EVEN THROUGH
THE KEVLAR
MESH. Huh?

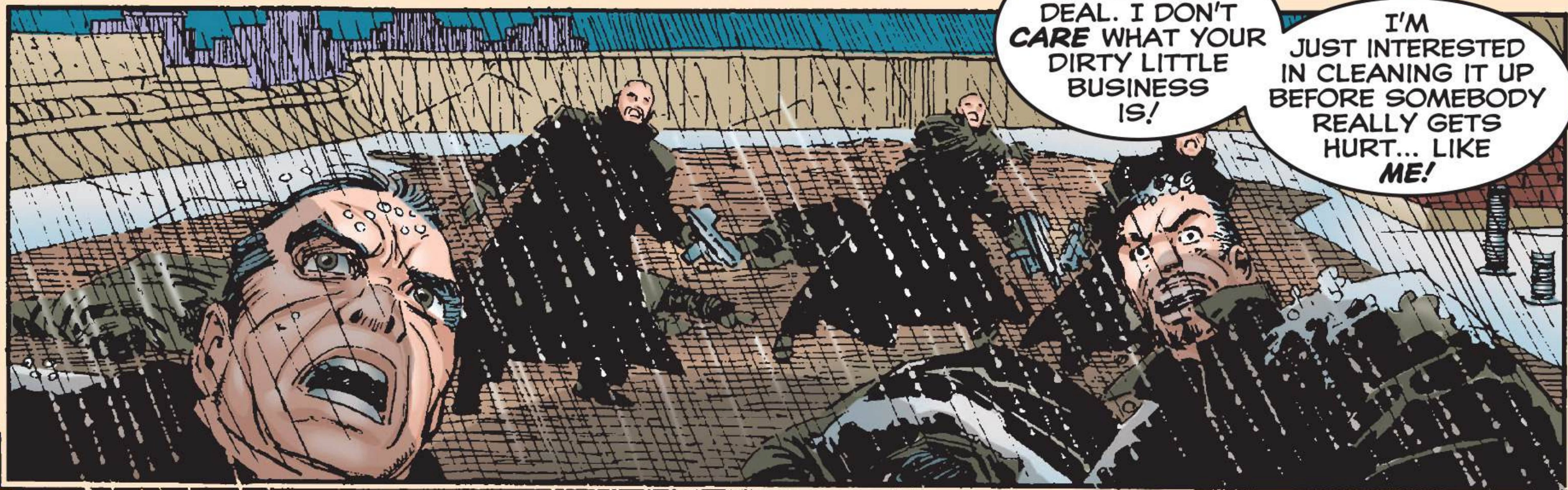


YOU KNOW, I **TRIED** TO REASON WITH YOU.

OFFERED TO TALK, MAKE A FEW JOKES AND SETTLE THIS ALL REASONABLE-LIKE, BUT YOU GUYS HAVE TO KEEP PUSHING ME.

SO... HERE'S THE DEAL. I DON'T **CARE** WHAT YOUR DIRTY LITTLE BUSINESS IS!

I'M JUST INTERESTED IN CLEANING IT UP BEFORE SOMEBODY REALLY GETS HURT... LIKE **ME!**

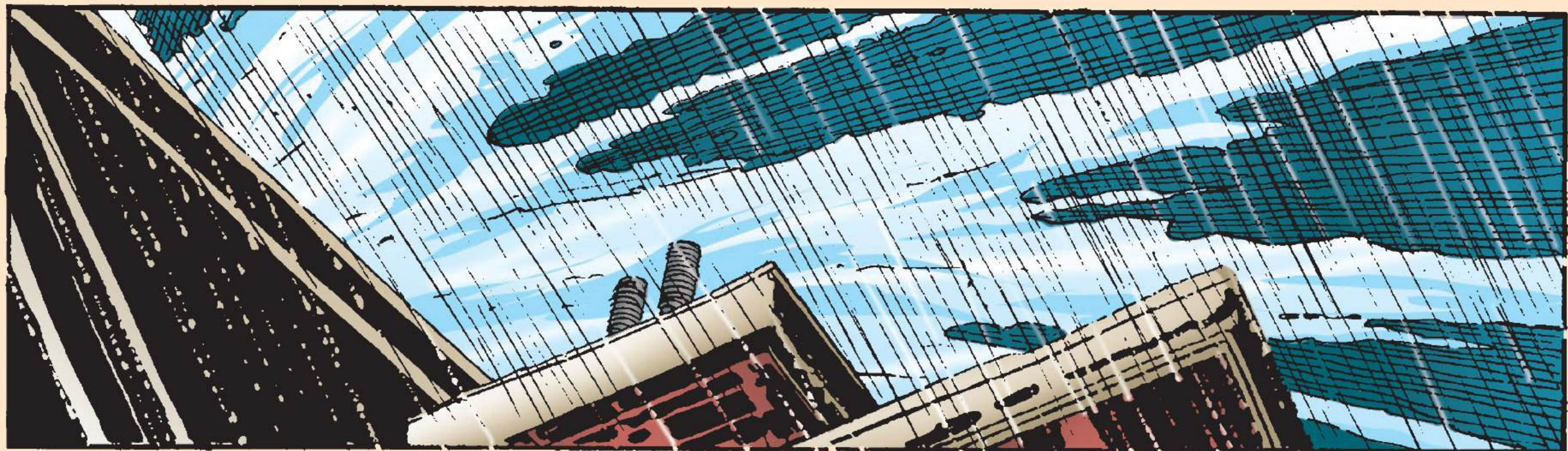
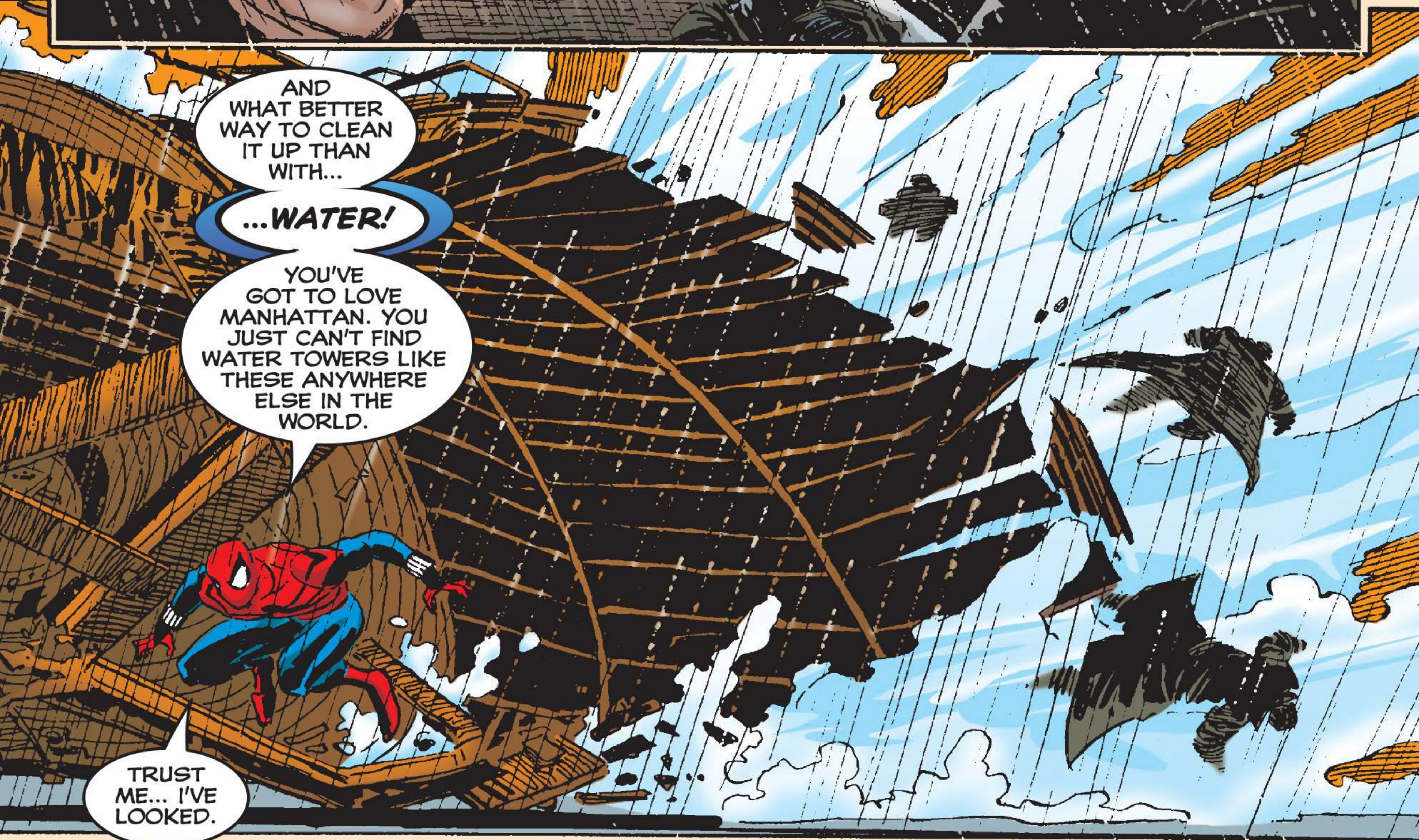


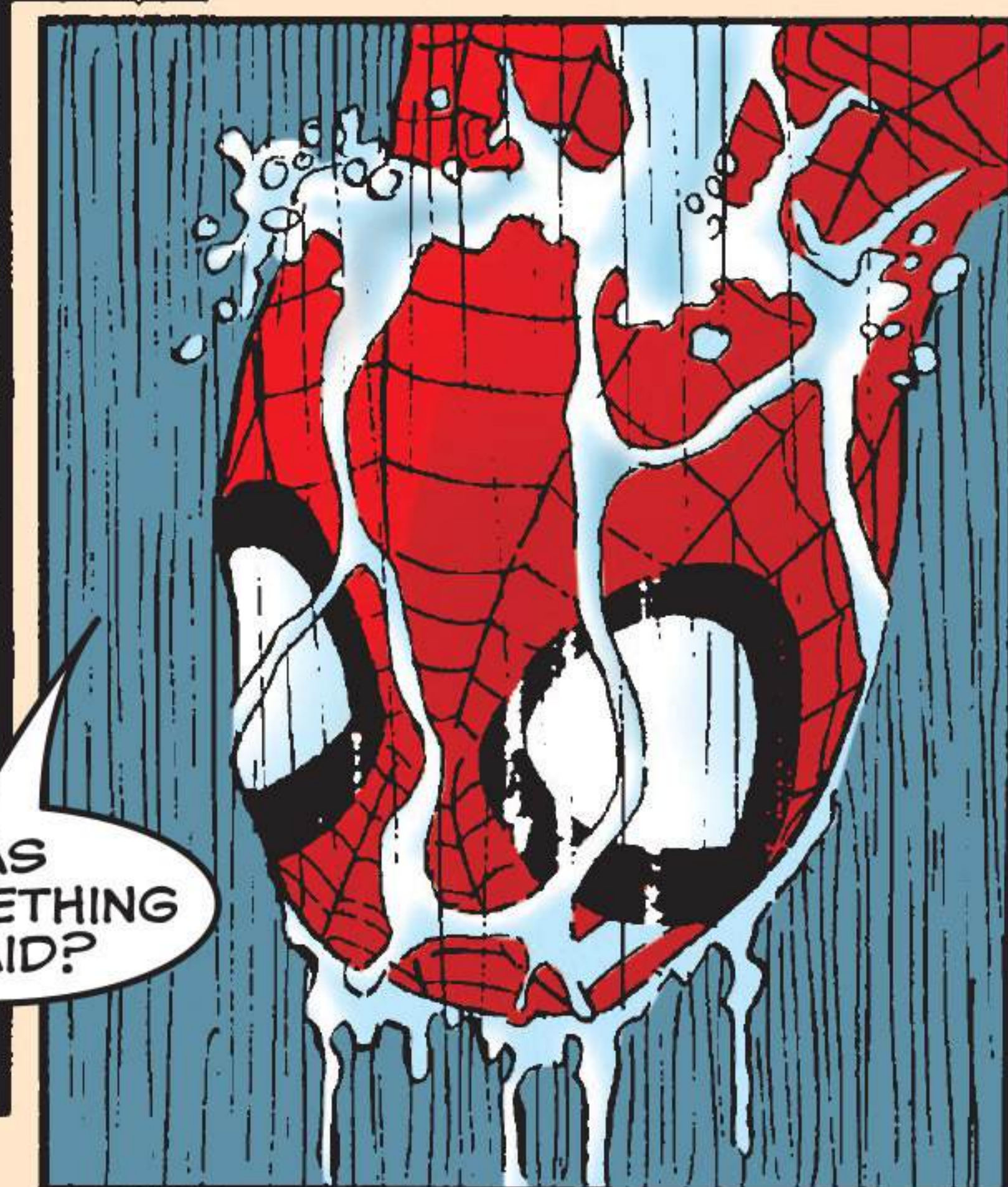
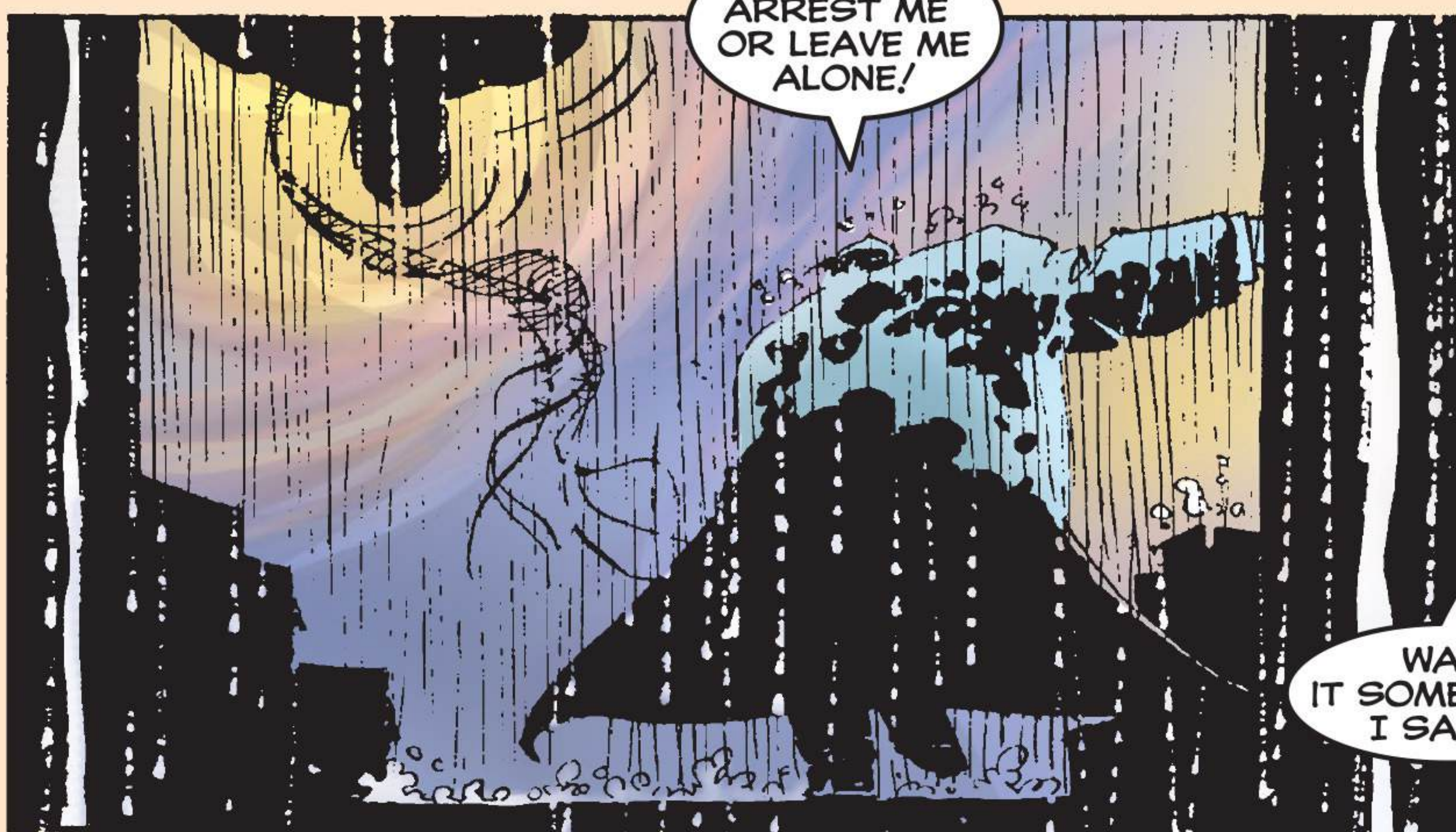
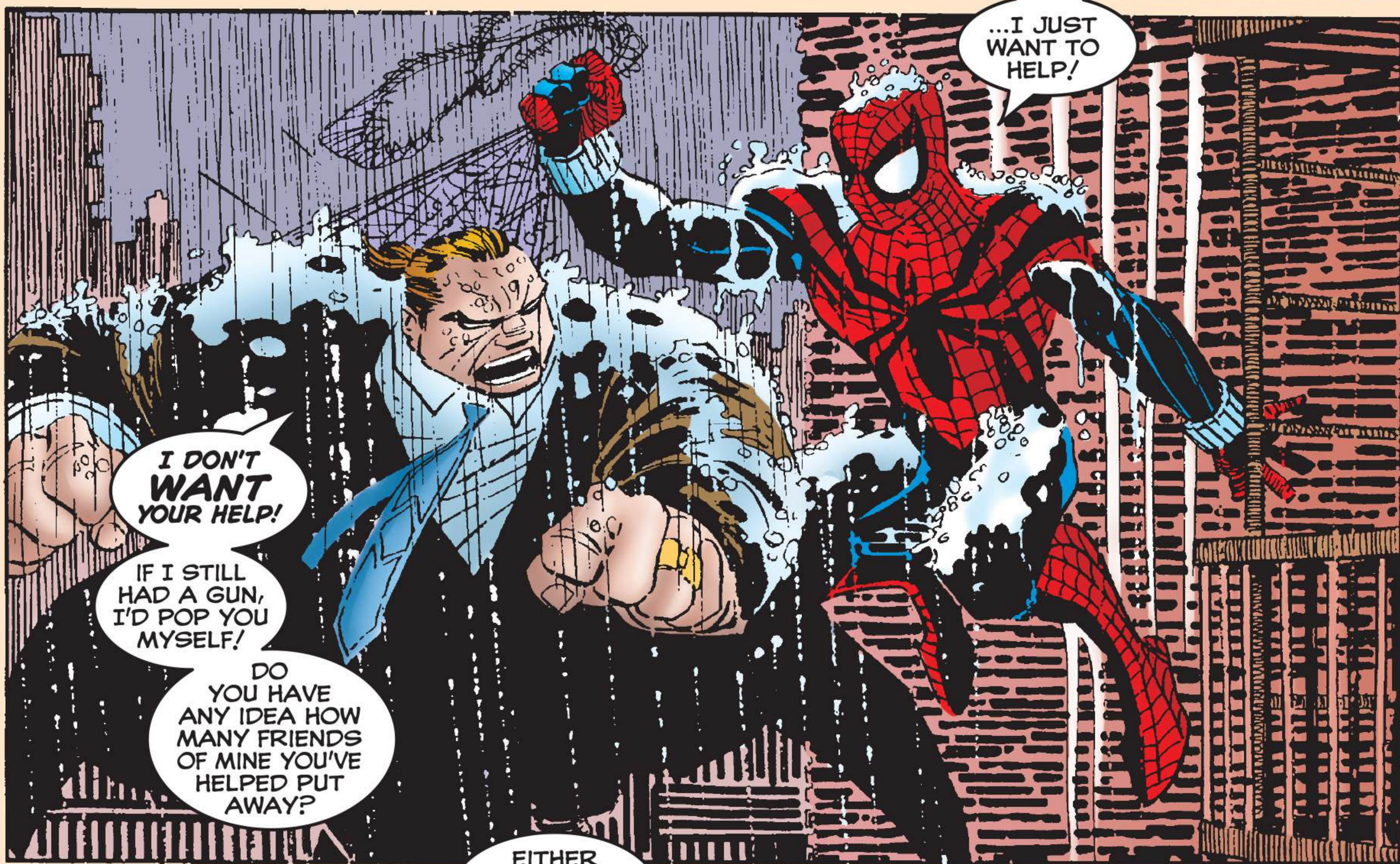
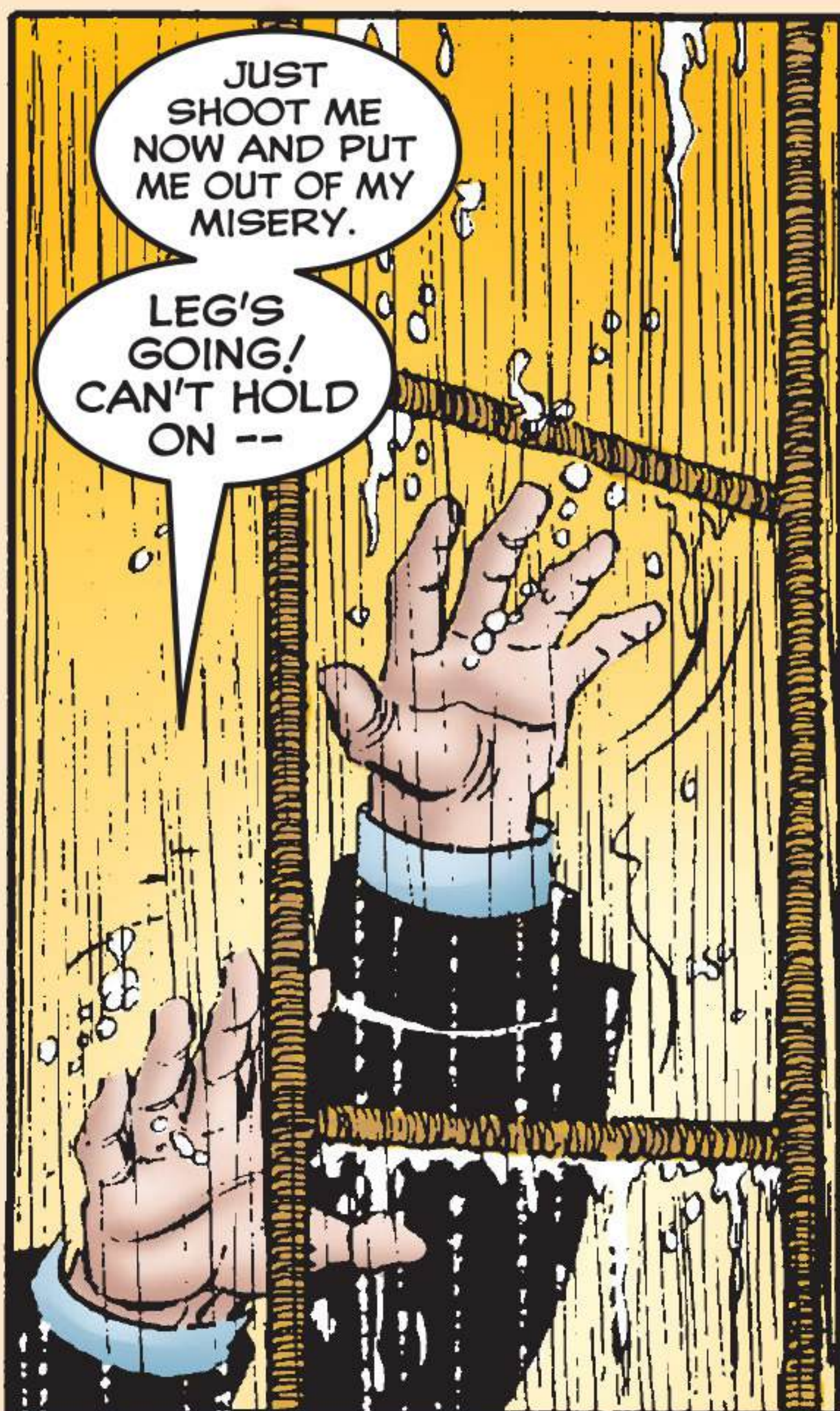
AND WHAT BETTER WAY TO CLEAN IT UP THAN WITH...

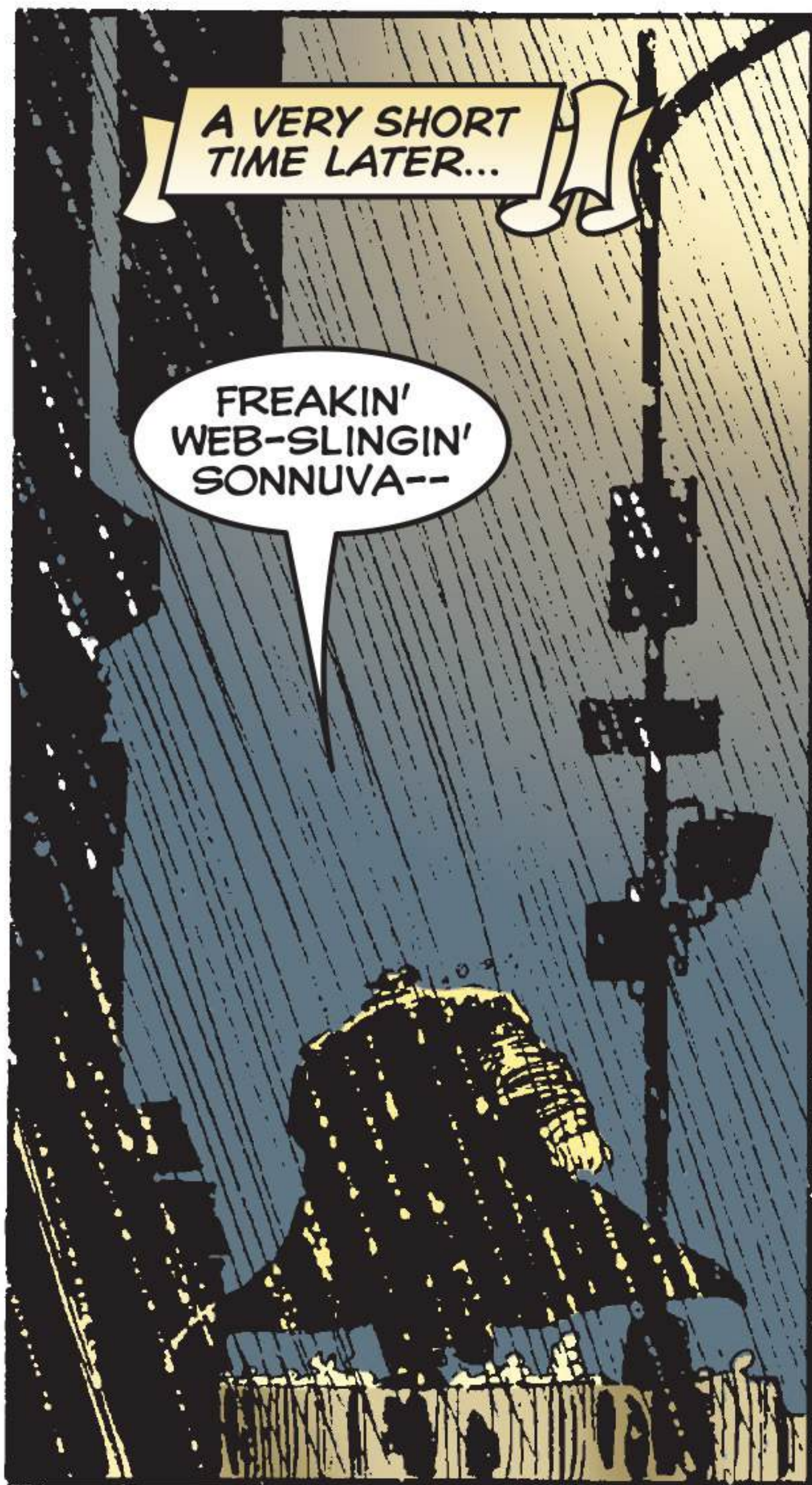
...WATER!

YOU'VE GOT TO LOVE MANHATTAN. YOU JUST CAN'T FIND WATER TOWERS LIKE THESE ANYWHERE ELSE IN THE WORLD.

TRUST ME... I'VE LOOKED.









FOREST HILLS, QUEENS...

MARY JANE! YOU HOME?



NO, PETER, I'M BRUNCHING ON THE RIVIERA WITH IVANA RIGHT NOW.

OUR STUFF FROM PORTLAND FINALLY ARRIVED.

I'VE BEEN GETTING THINGS IN ORDER ALL DAY.

YOU KNOW, IT JUST FEELS SO RIGHT FOR US TO BE STARTING OUR FAMILY IN MAY'S HOUSE. SHE WOULD HAVE WANTED IT THIS WAY --



MMMPH!

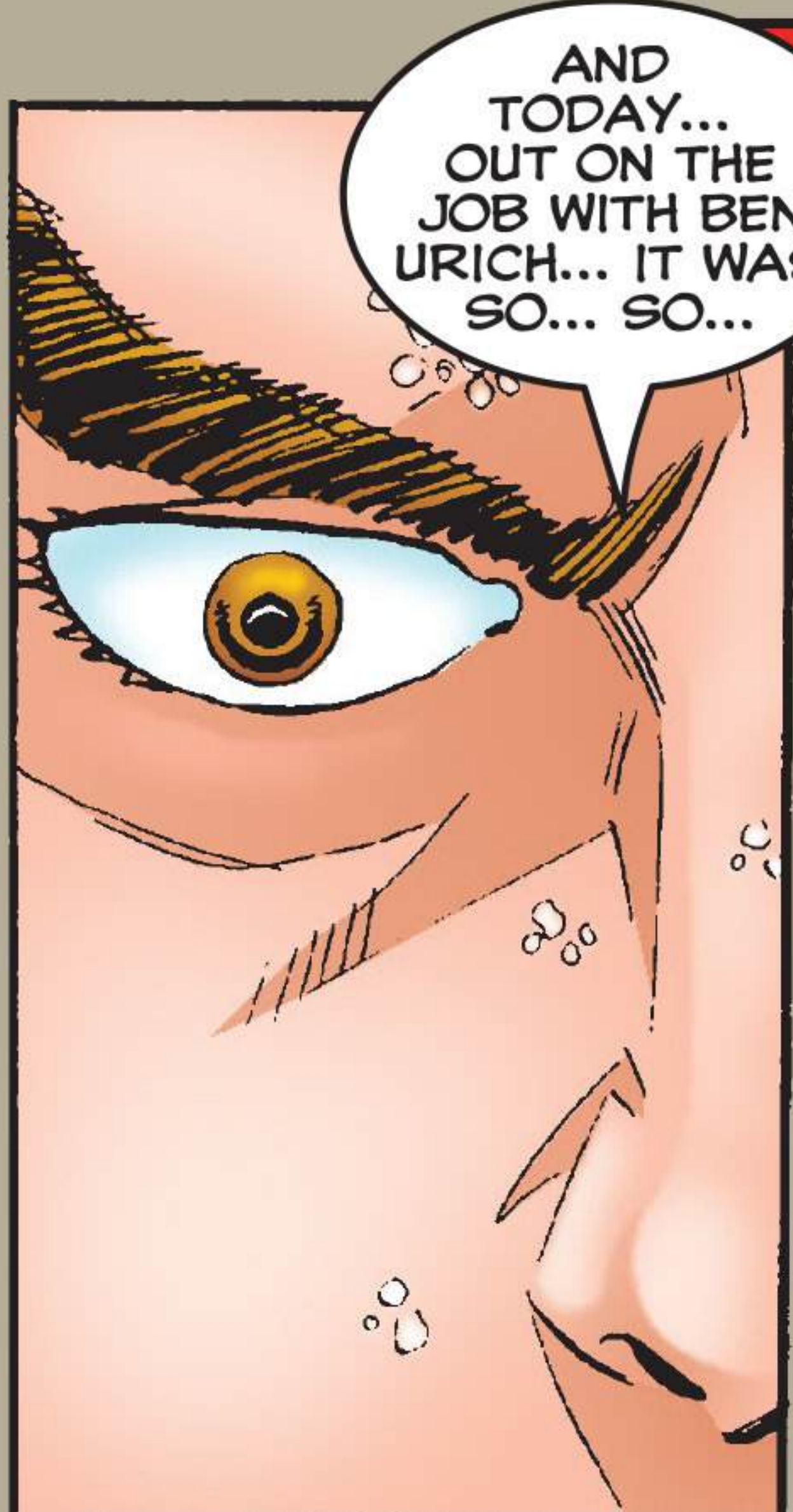


YOU ARE SO RIGHT. EVERYTHING ABOUT THIS MOVE BACK TO THE EAST COAST FEELS SO GOOD... SO PERFECT!

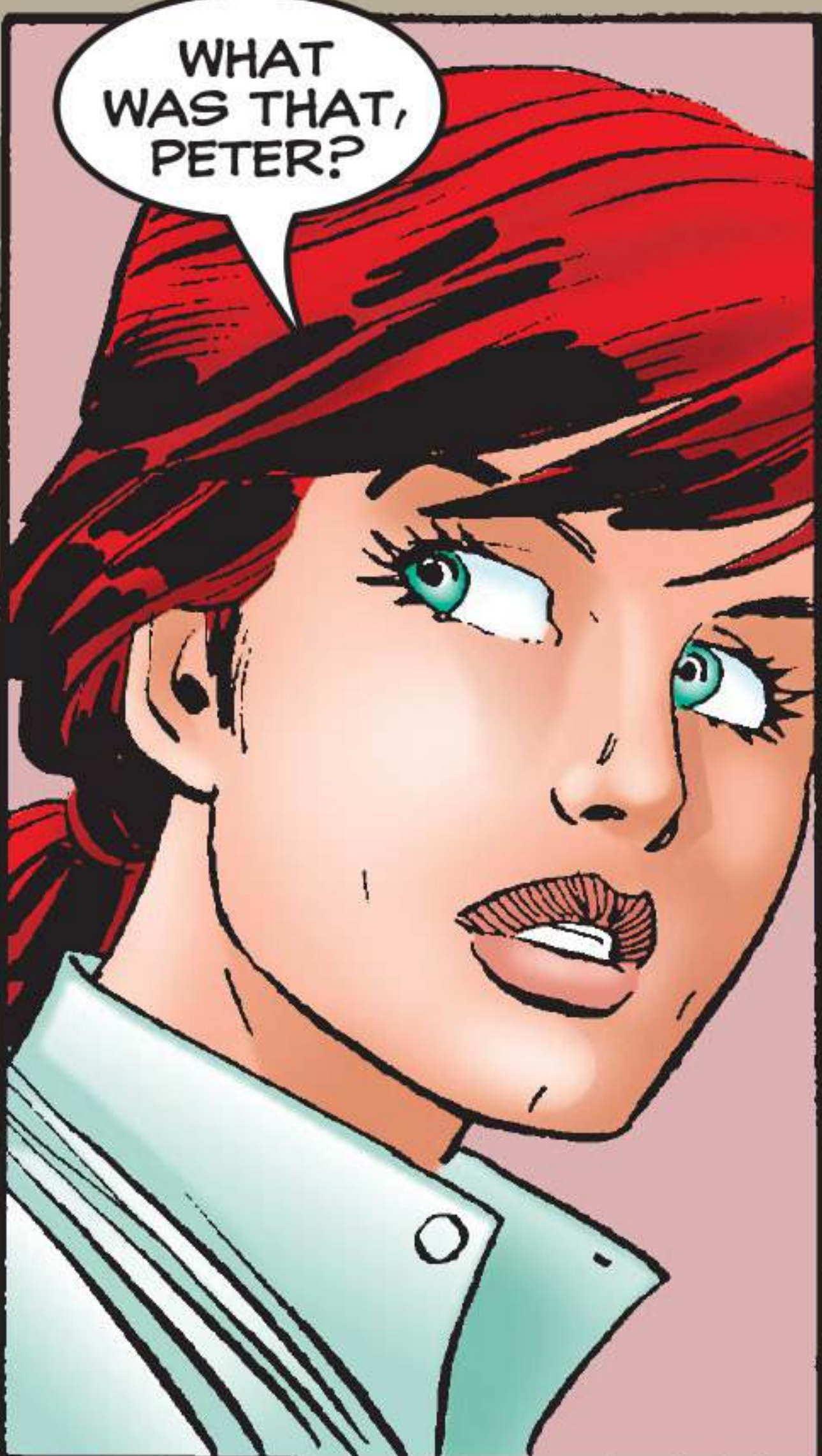
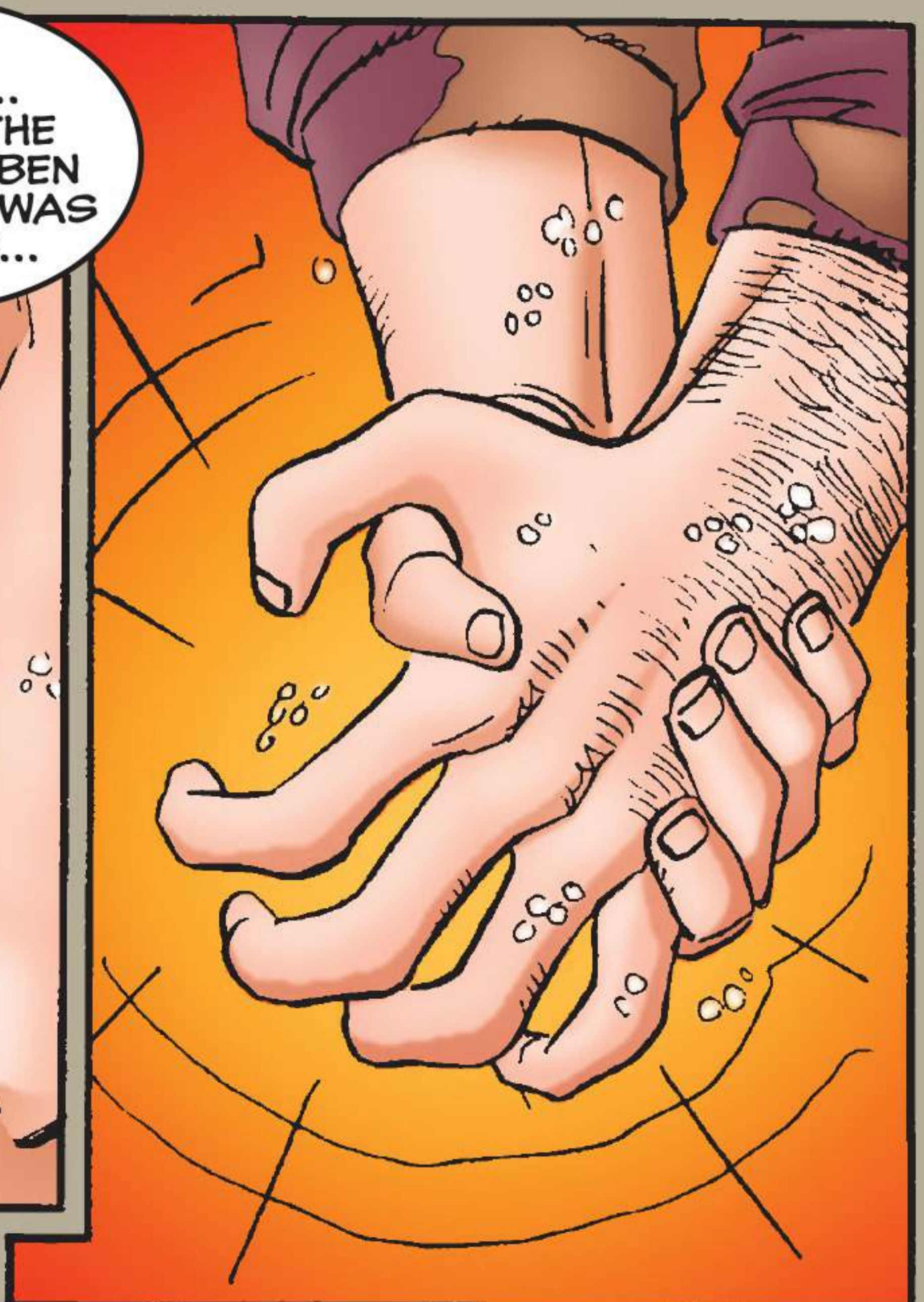
THE HOUSE... THE NEW JOB AT THE BUGLE... THE BABY ON ITS WAY...

... I FEEL HAPPIER THAN I HAVE IN YEARS!

NO MORE SPIDER-MAN POWERS... OR RESPONSIBILITIES!



AND TODAY... OUT ON THE JOB WITH BEN URICH... IT WAS SO... SO...



WHAT WAS THAT, PETER?



PETER! WHAT'S WRONG?

NOTHING... I'M FINE... JUST A LITTLE RUN-DOWN FROM ALL THE EXCITEMENT OF TODAY. I'LL BE FINE IN A MINUTE.



YOU'RE BURNING UP! I'M GOING TO CALL A DOCTOR.

NO... REALLY... I'M FINE. JUST GIVE ME A MINUTE AND I'LL...



PETER!



MARY JANE...

... I ...

... LOVE ...

... YOU ...

911? I HAVE AN EMERGENCY! I NEED AN AMBULANCE RIGHT AWAY!

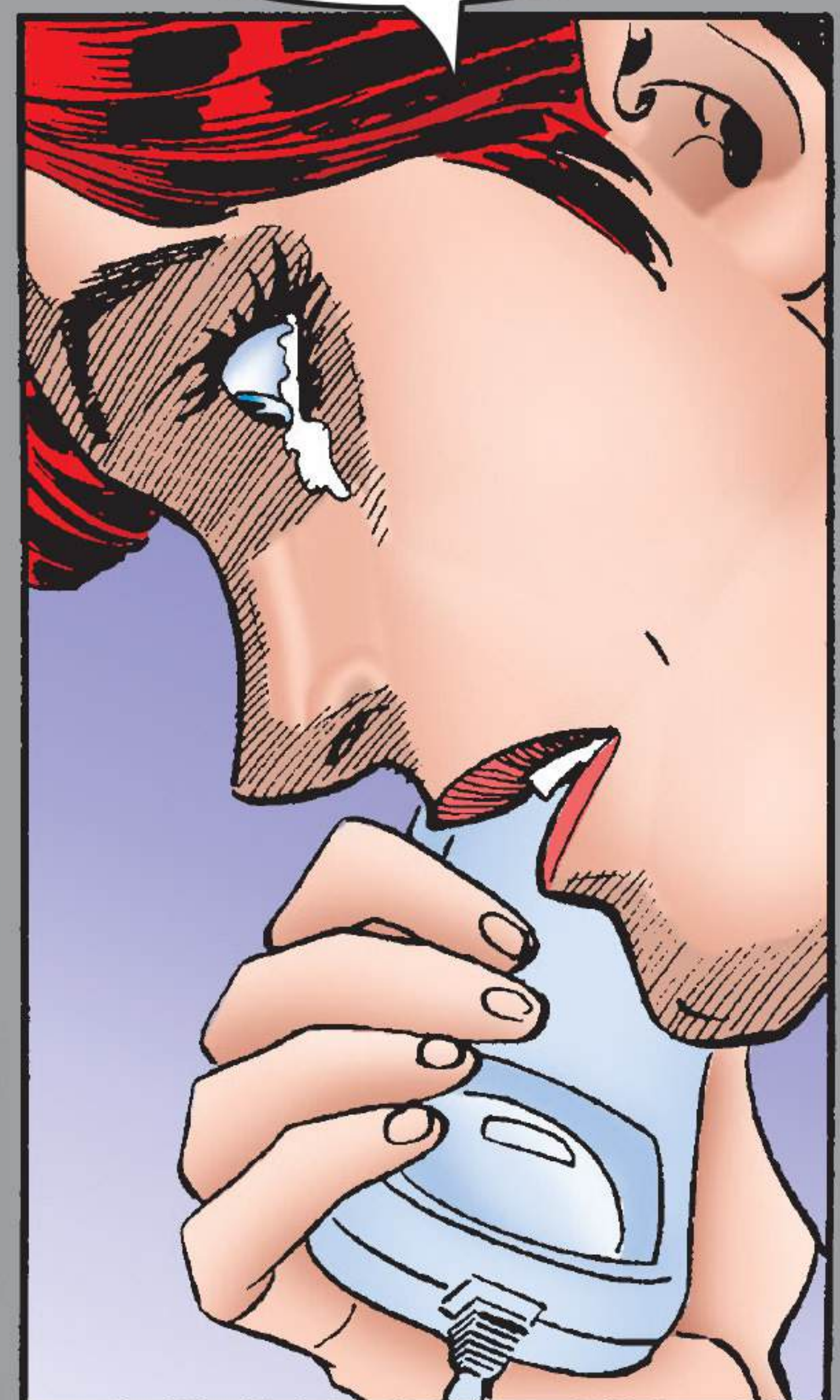
MY HUSBAND IS HAVING A SEIZURE OR SOMETHING --! HE'S NOT BREATHING!



309 AUSTIN AVENUE! FOREST HILLS!

PLEASE...

...HURRY!



THE AMBULANCE IS ON ITS WAY, PETER. NOW I WANT YOU TO LISTEN TO ME.

WHATEVER IT IS THAT'S HAPPENING TO YOU... **YOU** FIGHT IT!

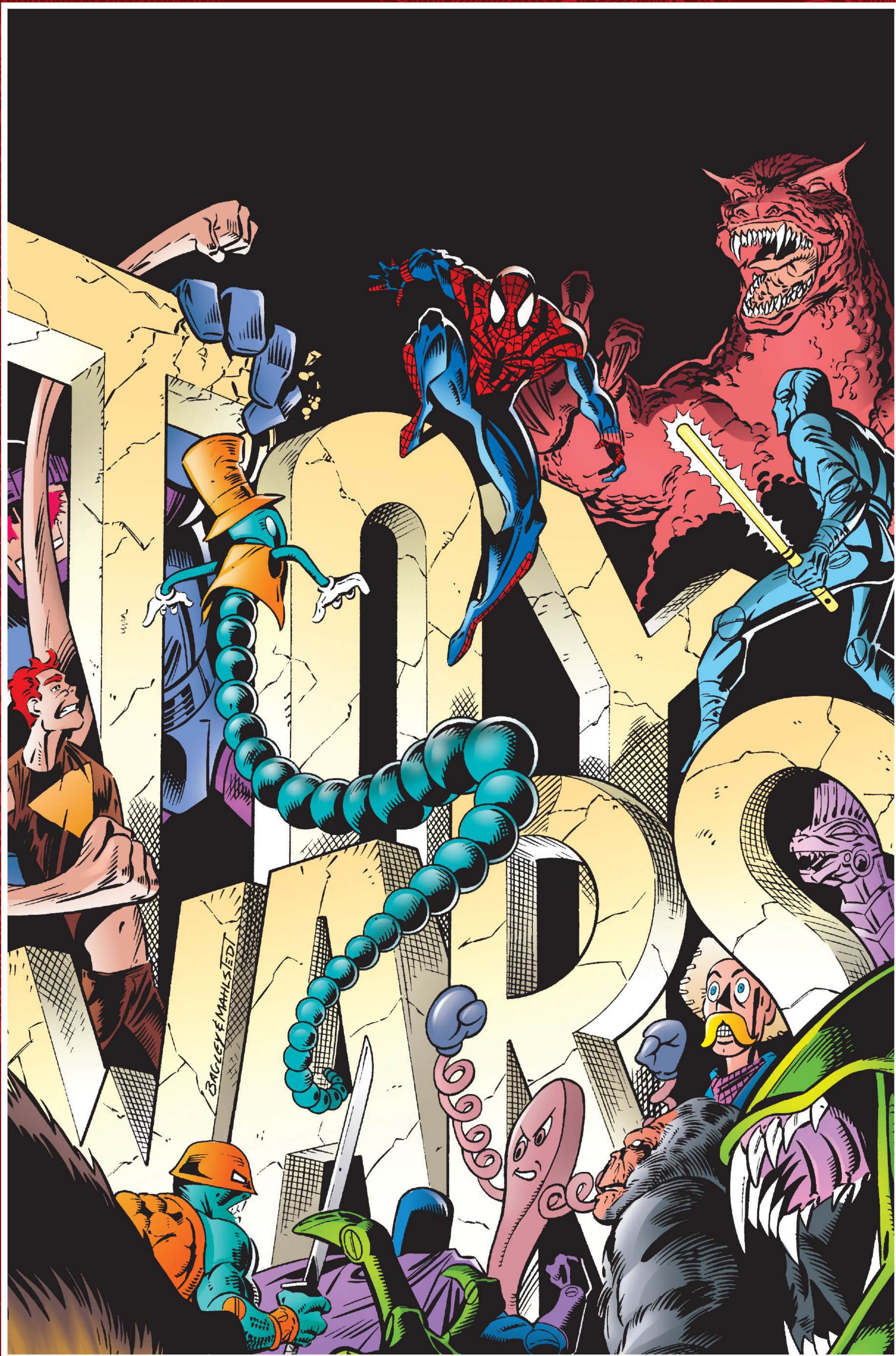
DO YOU HEAR ME, PETER... **FIGHT!**

I'M NOT GOING TO LET YOU LEAVE ME AND OUR BABY!

FIGHT, PETER...

... PLEASE?

TO BE CONTINUED IN:
SPECTACULAR SPIDER-MAN #236!
NEXT ISSUE:
HAMMERHEAD'S REVENGE!



**AMAZING SPIDER-MAN (1963) #413 EARLY COVER VERSION
BY MARK BAGLEY & LARRY MAHLSTEDT**



WHO'S THE REAL DEAL?

Just as Ben Reilly settles into his new life as the Amazing Spider-Man, a shadow from the past casts doubt upon his identity. As Ben attempts to discover the ultimate truth surrounding this mystery, Peter Parker continues to adapt to a life without powers. It's the continuing saga of not one but two Spider-Men!

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— written by Tom DeFalco, Karl Kesel, Dan Jurgens, Todd Dezago, Howard Mackie, J.M. DeMatteis and Evan Skolnick; and illustrated by Mark Bagley, Rick Leonardi, Cary Nord, Dan Jurgens, Sal Buscema, John Romita Jr., Mike Zeck, Bob McLeod, Steven Butler, Steve Geiger and Paris Karounos.



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